

F.I.T INVESTMENT JOINT STOCK COMPANY
No. 01/2014/NQ-DHĐCD/FIT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Hanoi, 26 April, 2014

RESOLUTION

2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- *Pursuant to the Vietnam Corporate Law No. 60/2005/QH11 passed by National Assembly of Vietnam on 29 November, 2005;*
- *Pursuant to the Vietnam Securities Law No. 70/2006/QH11 passed by National Assembly of Vietnam on 29 June, 2006;*
- *Pursuant to the Law amendment and addendum of the Vietnam Securities Law No. 62/2010/QH12 passed by the 12th National Assembly of Vietnam on 24 November, 2010;*
- *Pursuant to the Charter of FIT Investment Joint Stock Company*
- *Pursuant to the minutes of 2014 Annual General Meeting of FIT Investment Joint Stock Company on 26 April, 2014*

2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

F.I.T INVESTMENT JOINT STOCK COMPANY

DECIDES:

Article 1: To adopt the 2013 business performance report and business plan for 2014 with the following main contents:

- 2013 Business performance:

Items	Unit	2013 Plan	2013 Actual	Completion rate
Revenues	Million dongs	215,210	236,215	109.8%
Total profits before tax	Million dongs	44,860	45,900	102.3%
Total profits after tax	Million dongs	33,645	34,340	102.1%
Pretax profit/revenue	%	20.8%	19.4%	93.4%
After tax profit/capital	%	21.4%	21.8%	101.9%

▪ 2014 Business Plan:

Items	Unit	Value
Net revenues	Million dongs	188,900
Financial revenues	Million dongs	65,091
Total profits before tax	Million dongs	100,990
Total profits after tax	Million dongs	78,780
Pretax profit/ margin	%	40%
Net profit/ margin	%	31%
Dividends	%	15%

Article 2: To adopt BOD's report on company management for the year of 2013.

Article 3: To adopt Inspection Board's report on EXCOM and BOD's activities in .2013

Article 4: To adopt the 2013 audited financial statements.

Article 5: To adopt the selection of External Auditing firm for 2014.

To adopt VACO Auditing Ltd. as External Auditor for auditing the annual financial statement and reviewing the Company's 2014 semi-annual financial statement.

Article 6: To adopt the 2013 profit distribution plan:

No	Explanation	Unit	Amount
1	Total profits before tax in 2013	Dongs	45,909,159,785
2	Corporate income tax in 2013	Dongs	11,566,539,113
3	Profits after income tax in 2013	Dongs	34,342,620,672
4	Dividends payment in shares (20%) in 2013 (list of shareholders was consolidated)	Dongs	31,500,000,000
5	Reserve for Development investment fund (2%)	Dongs	686,852,413
6	Reserve for Welfare and remuneration fund (2%)	Dongs	686,852,413
7	Retained earnings (to be brought forward)	Dongs	1,468,915,845

Article 7: To adopt the plan for remuneration payment for EXCOM, Inspection Board's members in 2014

No	Title	Quantity	Remuneration (VND/month)
1	CEO	1	5,000,000
2	Deputy CEO	1	4,000,000
3	Other EXCOM mebers	3	2,500,000

4	Chief of Inspection Board		3,000,000
5	Other Inspection Board member		1,500,000

Article 8: To adopt the handling of fractional shares in order to ensure the Chartered Capital after 2 shares offers in 2014 should be 500,000,000,000 VND.

To adopt the handling of remaining shares (fractional shares and unsold shares) in 2 phases in order to ensure the Chartered Capital after the 2nd phase to be 500,000,000,000 VND, equivalent to 50,000,000 shares (according to the offer registration certificate No 14/GCN-UBCK dated 14/03/2014) by authorizing the EXCOM to allocate these remaining shares to other individuals or organizations at the selling price equal to offer price of 10,000 VND/share.

Article 9: To adopt the plan for new issuance in 2015

- Chartered capital before raising capital (assuming that before continuing raising capital in 2015, the Company issued successfully shares in the 2nd phase of 2014): VND 500,000,000,000 (Five hundred billion dong)
- Planned number of new issuance: 40,000,000 shares
- Planned new issuance/Total shares before issuance (assuming that the value of shares before the issuance is VND 500,000,000,000): 80%
- Type of shares issued: Common share
- Nominal value: VND 10,000/share
- Target audience: Existing shareholders, employees
 - ✓ **Paying 2014 dividends by shares:**
 - Number of shares issued: 7,500,000 shares
 - Dividends rate: 100:15 (A shareholder owning 20 shares shall receive 3 new shares)
 - Funding source: profits after tax in 2014
 - ✓ **Offering to existing shareholders:**
 - The maximum number of shares offered: 30,000,000 shares
 - Existing shareholders are entitled to buy shares in proportion of ownership at the time of shareholders list consolidation. Assuming that at the time of closing the list, the chartered capital of FIT Company is VND 500 billion. At that time, existing shareholders shall be entitled to buy new shares in proportion of 60% (a shareholder owning 10 shares will be entitled to buy 6 new shares).
 - Offer price: VND 10,000/share.
 - ✓ **Offering to employees**
 - The maximum number of shares issued: 2,500,000 shares
 - Offer price: VND 10,000/share
 - Criteria and list of employees entitled to buy shares to be decided by the EXCOM.

- Principle to determine the issue price per share (at 2 phases) based on the book value and market value and evaluation of planned share dilution after the issuance.

The share issuance of FIT Company will be offered to existing shareholders and employees. Because of the priority criteria of distribution, and 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, price of shares offered to existing shareholders and employees is VND10,000 / share.

- The plan of using capital received from the offering:
 - ✓ The total amount expected to obtain from the issuance: VND 325,000,000,000 (excluding shares issued for dividend payment in 2014, counting only the value gained from the issuance to existing shareholders and company employees)
 - ✓ The detailed plan for using new capital:
 - Raising capital for business purpose, expanding business scale.
 - Capital contributions to subsidiaries, associated companies which have high growth potential in developed sectors like consumer products, agricultural products, food, finance...
 - Adding to working capital of the Company;

(The EXCOM is authorized to plan of using capital for particular above mentioned purposes)

- Amend and add to the Company's Charter; Changing Business Registration;
 - ✓ Amending, adding to the Company's Charter, changing business registration relating to the Chartered Capital upon completion of the issuance and reporting to the GMS in the coming General Meeting, changing business registration with the new chartered capital after issuance.
 - ✓ Upon completion of the new issuance, the company will process to deposit all newly issued shares with the Vietnam Securities Depository Center and register the listing on HNX
- Authorization to the EXCOM

The EXCOM is authorized to fulfill all procedures relating to the above mentioned new issuance.

(Details in Plan for issuance attached)

Article 10: To adopt the Plan of issuing convertible bonds in 2015

▪ **Plan of issuance**

Name of bond: Convertible bond of FIT Investment Joint Stock Company 2015 (hereinafter referred to “Bond”)

Type of bond: Convertible bond

Currency: Vietnamese Dong

Nominal value: VND 100,000 (One hundred thousand dong)/Bond

Form of issuance: Book entry

Bond Tenor: 1 year

Interest paid: At maturity

Interest rate: 3%/year

Time of issuance: tentatively after the time of issuing 30,000,000 shares to existing shareholders in 2015 to raise capital (The EXCOM is authorized to decide the issuance time in accordance with the demand of using capital of the Company)

Value of issuance: VND 300,000,000,000 (Three hundred billion Vietnamese dong)

Issue price: VND 100,000 (One hundred thousand dong)/Bond

Method of issuance: Separate offer

Method of interest and principal payments

- Interest will be paid after 12 months from the date of issuance. If this date of interest payment is not on the working day, interest will be paid on the following working day. At maturity, if the bond creditor fails to receive interest, the interest will be reserved and not added to principal.
- Principal is converted into common share of FIT Investment Joint Stock Company by the below conversion rate.
- Interest payment and principal conversion into common share of FIT Investment Joint Stock Company will take place at the head office of FIT Investment Joint Stock Company or at a stock company authorized by FIT Investment Joint Stock Company.
- Pre-matured payment is not allowed.

Form of bond conversion

- Time of conversion: Bond is converted after 1 year of issuance, i.e: at maturity

For remaining number of Bonds not converted by investors, the interest will be paid as regulations on bonds and principal will be paid in full.

- Conversion price: Nominal value of Bonds is the base for converting bonds into shares. Price of shares used for conversion is 10,000 VND/share.
- Conversion ratio: 01 (One) Bonds with the nominal value of VND 100,000 will be converted into 10 (ten) shares with the nominal value of VND 10,000
- Conversion process: At maturity, after interest payment is paid to creditors, the principal will be converted to shares of FIT Investment Joint Stock Company at the conversion price mentioned above. The conversion will be conducted at the head office of FIT Investment Joint Stock Company or at a Stock Company authorized by FIT Investment Joint Stock Company. The bond creditors will be provided with the confirmation of issuer on conversion and Certificate of share ownership.

Limitation of issuance

If the Company is liquidated, bondholders will be paid after other secured creditors are paid.

Limits on the ownership proportion of foreign investors:

In order to ensure the maximum owning proportion of 49% of foreigners as regulated in Decision No 55/2009/QĐ-TTg dated 15 April, 2009 by the Prime Minister on the rate of participation of foreign investors in Vietnam's stock market, number of convertible bonds offered to foreign investors (if any) account for no higher than 49% of total convertible bonds offered.

▪ Plan for using capital

- ✓ Raising capital for business purpose, expanding business scale.
- ✓ Capital contributions to subsidiaries, associated companies which have high growth potential in developed sectors like consumer products, agricultural products, food, finance...
- ✓ Adding to working capital of the Company;

(The EXCOM is authorized to plan of using capital for particular above mentioned purpose)

▪ Plan for interest and principal payment

(The EXCOM is authorized to make plan for funding sources and method of interest and principal payment)

- Amending the Company's Charter; Changing Business Registration; Registering to additional listing and depository**

- ✓ Amending, adding to the Company’s Charter, changing business registration relating to the Chartered Capital after converting bonds into shares and reporting to the GMS in the next General Meeting.
- ✓ The whole new shares will be registered for additional listing with Hanoi Stock Exchange and will be registered for additional depository with Vietnam Securities Depository upon conversion completion.

▪ **Authorizing to the EXCOM**

The EXCOM is authorized to fulfill all procedures relating to this convertible bonds offer.

(Details in Plan for issuance attached)

Article 11:To adopt the change of head office of the Company

The former head office:

- *At 17 The Giao, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi*
- *Tel: 04 35430005*
- *Fax: 04 35430003*

The new head office:

- *On 16th floor, Center Building (Hapulico Complex) – 1 Nguyen Huy Tuong, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi*
- *Tel: 04 73094688*
- *Fax: 04 73094686*

The EXCOM is authorized to amend the Charter and change the business registration of the Company relating the change of head office of the Company.

Article 12:To adopt the addition of business lines of the Company:

No	Business line	Industry segment code
1	Producing food for livestock, poultry and fish	1080
2	Wholesaling agricultural products, forestry materials (except wood, bamboo) and live animals	4620
3	Wholesaling rice, corns and other cereals	46201
4	Wholesaling food and material for producing food for poultry, animals, and aquatic lives	46204
5	Wholesaling of agricultural, forestry products (excluding from bamboo, wood)	46209
6	Whole sales of rice, food, beverage and tobacco products	10800

7	Whole sales of rice	4631
8	Whole sales of vegetable, fruits	46323
9	Whole sales of cement	46632
10	Whole sales of bricks, tiles, stones, sands,	46633
11	Whole sales of other special products which are not yet allocated	4669
12	Functional food trading as by 2014 corporate law	

The EXCOM is authorized to amend the Charter and change business registration of the Company relating to the addition of business lines.

Article 13: To adopt the dismissal of EXCOM and Inspection Board members for the term 2013-2018, detailed as follows:

- Mr. Duong Minh Tu was dismissed from member of EXCOM in the 2013-2018 term of office
- Ms. Nguyen Thi Hong Anh was dismissed from member of Inspection Board in the 2013-2018 term of office
- Ms. Tran Thi Phuong Thao was dismissed from member of Inspection Board in the 2013-2018 term of office

Article 14: To adopt the election for additional members of EXCOM and Inspection Board for the 2013-2018 term of office:

- Mr Phan Minh Sang was elected as member of EXCOM in the 2013-2018 term of office
- Mr. Luu Duc Quang was elected as member of Inspection Board in the 2013-2018 term of office
- Mrs. Nguyen Thi Thanh Thuy was elected as member of EXCOM in the 2013-2018 term of office

Article 15:Implementation provision

The members of EXCOM, Inspection Board and BOD are responsible for implementing this Resolution and fulfilling their own functions in accordance with the Charter of FIT Investment Joint Stock Company.

ON BEHALF OF THE GMS

CHAIRPERSON