

No: 01/ĐHĐCĐ/2018

**RESOLUTION MEETING OF SHAREHOLDERS
EXTRAORDINARY GENERAL MEETING
SAI GON COSMETICS CORPORATION**

(Ref: Approval of Reports and Submissions at
the Extraordinary General Meeting of Shareholders held on 02/02/2018)

- Pursuant to the Law on Enterprises dated November 26th, 2014;
- Pursuant to the Law on Securities dated June 29th, 2006;
- Pursuant to the Charter of Sai Gon Cosmetics JSC approved on April 07th, 2016;
- Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders meeting on February 02nd, 2018.

RESOLUTION

Article 1: Through the Report of activities of Board of Management 2017

Article 2: Through the increase of dividend payment plan for 2017

Adjustment of cash dividend payment plan for 2017 from 8% to 14% of the charter capital.

Article 3: Through the Charter Amendment

• **Amend to the Clause 1, Clause 2 of Article 5:**

“Article 5. Charter Capital, share, founding shareholders

1. The Charter capital of the Company is VND 84,630,390,000 (Eighty four billion, six hundred and thirty million, three hundred and ninety thousand Vietnam Dong).

2. The total Charter capital of the Company is divided into **8,463,039** (Eight million, four hundred and sixty three thousand thirty nine) shares in which the par value is VND10,000/share (ten thousand Vietnam Dong per share).”

• **Amend to Article 21:**

Article 21. Rights and procedures in collecting the written opinion of shareholders for the Approval of General Meeting Decision.

The General Meeting is entitled to approve all matters within its competence by the way of collecting written opinions. Rights and procedures in collecting the written opinions for the Approval of General Meeting Decisions shall comply with the regulations.

Article 4 : Through the payment for exceeding profit target of 2017

Beneficiaries: Members of the Board of Directors, the Board of Supervisors and the Board of Managements of the Company.

Performance bonus: 15% of profit after tax exceeds the plan in 2017 is 22.72 billion (based on audited financial statement of 2017).

General Meeting of Shareholders authorized the Board of Directors to decide the rate, time and value allocated to each member of Board of Directors, members of Board of Supervisors and Board of Management.

Article 5 : Through the Plan of private placement for the year 2018

1. Plan of private placement for the year 2018

- | | |
|--|---|
| - Name of share | Share of Saigon Cosmetics Joint Stock Company |
| - Type of share | Common share |
| - Par value | VND10,000 per share |
| - Estimated number of share to be issued | 1,036,961 shares |
| - Estimated private placement value at par value | VND 10,369,610,000 |
| - Issuance ratio | 12.25% (Number of share to be issued on Current number of shares) |
| - Issuance price | VND 21,000 per share |
| - Blocked period | Shares issued under this plan will be restricted from transfer within one year from the completion date of the private placement in accordance with laws (That is the last day to deposit money to buy shares). |
| - Eligible buyers: | Strategic investors which are organizations or individuals that meet one or some of the following criteria: <ul style="list-style-type: none">- Having a commitment and a proof of financial resources to ensure the ability to buy the number of shares offered; |

- Strategic investors must have a long-term investment plan in the Company (commitment for holding shares for at least one year from the completion date of the private placement);
- Ability to support the Company in terms of governance, finance, market, technology,...
- Ability to support in terms of communication, promotion of products and/or image of the Company to consumers, investors in finance and securities markets.
- Purpose of issue
 - Investing in new machines for new products.
 - Expanding the scale of business activities and developing distribution channel.
- Effective from the private placement
 - Supplement capital to expand the scale of production and business activities, expand the distribution network to increase the market share, revenue and profit for SCC.
 - Improve financial capacity, increase competitiveness of SCC on the domestic and international markets.
 - Create a surplus of capital expected to generate about VND 11.4 billion for SCC.
- Method for dealing with shares that is not fully purchased.

The shares not purchased will be decided by the Board of Directors and the issued price but not less than 21,000 VND / share.
- Timing

In 2018

2. Plan to use proceeds from issuance

The proceeds from the issuance: VND 21,776,181,000.

Plans to use proceeds from issuance is as follow: Total amount of fund raised from the private placement would be used for investing in new machines for new products and developing 10 showrooms in Ho Chi Minh City and Ha Noi City.

3. Alternatives when not enough money collected from the issue

In case the Company does not collect the amount expected from the issuance, the Company will use the credit limit from banks as a source for the plan of developing.

4. Authorization

The General Meeting authorizes the Board of Directors and the legal representative of the Company to perform the following works:

- Implementing all necessary legal procedures to complete the issuance of private placement to increase charter capital according to the above plan to ensure the current law and the charter of Saigon Cosmetics Joint Stock Company.
- Selecting advisory enterprice for share issuance and carrying out legal procedures.
- Selecting the appropriate issuance time, actively negotiating, selecting investors, deciding the volume of issuance for each investors, offering price based on the issuance plan

approved by the General Meeting of Shareholders and results of negotiation with each investors.

- Taking the initiative in developing and explaining the dossiers to the State Securities Commission and issuing shares to the subjects under the resolution of the General Meeting of Shareholders.
- Considering to adjust the plan of use proceed for matching with actual if it is necessary for the benefit of the Company.
- Making decision on the plan of settlement of unallocated shares (*if any*) and the plan of settlement in case of not mobilizing enough capital from the issuance (*if any*) to ensure the highest benefit for shareholders and the Company.
- Performing procedures for business registration with the Department of Planning and Investment after completing the issuance.
- Amending articles relative to charter capital and shares in the Charters of the Company after completing of issuance and according to the actual data issue.
- In addition, in the course of implementing the issuance plan, the General Meeting of Shareholders authorizes the Board of Directors to supplement, amend and finalize the issuance plan at the request of the State Authority and/or in accordance with the actual situation so that the implementation of the issuance plan is legal and proper to ensure the benefit for shareholders and the Company.

Article 6 : Enforcement effect

Resolution of the Extraordinary General Meeting of Shareholders 2018 of Saigon Cosmetics Joint Stock Company takes effect from the date of issuance, assigns the Board of Directors, Board of Supervisors and General Director to implement this Resolution.

Recipients:

- *As above*
- *General Director*
- *BOM*

**SAI GON COSMETICS JSC
GENERAL SHAREHOLDERS MEETING
CHAIRWOMAN**



The stamp is circular and red, containing the text: "M.S.D.N: 0300767984-C.T.C.P", "CÔNG TY CỔ PHẦN MỸ PHẨM SÀI GÒN", and "QUẬN 2 TP. HỒ CHÍ MINH". A blue ink signature is written over the stamp, and the name "Nguyễn Kim Hoa" is printed in red below it.