**YTC: Extraordinary Meeting of Shareholders 2020**

On 08 November 2020, Ho Chi Minh City Medial Import Export JSC announced the resolution No.02/2020/NQ-DHDCD as follows:

**Article 1**: Approve the proposal of the Board of Directors on supplementing business lines for the company

**Article 2**: Approve the maximum reduction of VND 10,780,000,000 for the debt of CCL Pharmaceuticals Limited Company and authorize the General Manager for the implementation

**Article 3**: Approve the plan for private placement and the plan on use of proceeds as follows:

I. Legal basis for the private placement

- Based on the Enterprise Law No.68/2014/QH13 dated 26 November 2014;

- Based on the Law on Securities No.70/2006/QH11 dated 29 June 2006

- Based of the amended and supplemented articles of Law on securities No.62/2010/QH12 dated 24 November 2010;

- Based on the Decree No.58/2012/ND-CP dated 20 July 2012 of the Government on details and guidance for the implementation of some articles in Law on securities and the amended and supplemented articles of Law on securities;

- Based on Decree No.60/2015/ND-CP dated 26 June 2015 of the Government on amending and supplementing some articles in Decree No.58/2012/ND-CP dated 20 July 2012

- Based on the organizational and operational Charter of Ho Chi Minh City Medial Import Export JSC

II. Information about the issuer for the private placement

- Name of the issuer: Ho Chi Minh City Medial Import Export JSC

- Stock code: YTC

- Headquarter: No.181 Nguyen Dinh Chieu street, Ward No.6, District No.3, Ho Chi Minh City, Vietnam

- Telephone: (84.28)39 304 372 Fax: (84.28)39 306 909

- Charter capital: VND 30,800,000,000

- Number of outstanding shares: 3,080,000 shares

- Number of treasury shares: 0 share

III. Purpose of the private placement: To supplement working capital to support the liquidity of the company in order to save the company from the risk of bankruptcy

IV. Plan for the private placement and the plan on use of proceeds

1. Plan for the private placement

|  |  |
| --- | --- |
| Name of the issuer | Ho Chi Minh City Medial Import Export JSC |
| Stock code | YTC |
| Type of share | Common |
| Par value | 10,000 VND/share |
| Number of shares expected to be issued | 20,000,000 shares |
| Total amount of money obtained | VND 200,000,000,000 |
| Expected charter capital after the private placement | VND 230,800,000,000 |
| Expected share price | 10,000 VND/share |
| Method of confirming price | + Book value as at 30 June 2020 according to review financial statement: VND 11,918/ share  + Market price of YTC shares on 18 September 2020: VND 65,500/ share  + Based on the situation of the company, the proposed price is VND 10,000/share (equivalent to the par value) |
| Target subjects | Outstanding shareholders (according to the record list for attending the general meeting of shareholders) |
| Method of share issuance | Private placement |
| Number of investors for the private placement | less than 100 investors, excluded professional investors |
| Criteria to select investors | Investors in the record list for attending the general meeting of shareholders at 08 November 2020 |
| Method of registration for buying shares | = rate of shareholding x total number of share expected to be issued for private placement  E.g. Shareholder A has 1%/charter capital so he can buy 1% x 20,000,000 shares = 200 shares |
| Time to register for buying shares | No later than 17:00 PM 16 November 2020 |
| Plan on handling unsold shares | Sai Gon 3 Capital Company Limited will buy the remaining shares to reach sufficient number of shares issued for private placement (20,000,000 shares) |
| Restricted in transfer shares | The number of shares of this private placement shall be restricted in transfer within 01 year from the date of completing the share issuance and/or according to the regulation of the law |
| Plan on handling undistributed shares | Authorize the Board of Directors to decide to offer/distribute to other subjects in case the number of shares issued for the private placement have not been bought totally |
| Implementation time | The general meeting of shareholders authorize the Board of Directors to decide the specific time for the implementation |

2. Plan on use of proceeds

Total expected amount of proceeds from the private placement: VND200,000,000,000. It will be prioritized to pay debts in order to improve the liquidity of the company, the remaining amount will be supplemented as working capital to maintain the operation of the business, specifically as follows:

|  |  |  |
| --- | --- | --- |
| **No.** | **Purpose of the capital use** | **Amount (VND)** |
| 1 | Paying the due debts to bank | 140,000,000,000 |
| 2 | Supplementing the working capital | 60,000,000,000 |
| **Total** | | **200,000,000,000** |

V. Authorization

General Meeting of Shareholders authorizes the Board of Executive Manager to receive the registration to buy share of shareholders; to synthesize the list of shareholders registering to buy shares to inform Sai Gon 3 Capital Company Limited so this company could register to buy sufficient number of shares.

General Meeting of Shareholders authorizes the Board of Directors to approve the list of shareholders registering to buy shares after synthesizing the final list

General Meeting of Shareholders authorizes the Board of Directors and the Board of Directors could authorize/assign legal representatives of the company to conduct the works related the private placement.

Article 4. Approve that Ho Chi Minh City Medial Import Export JSC could propose the audit company for reviewing financial statement for the first 6 months of 2020

Article 5. Implementation

This resolution has been approved by the Extraordinary Meeting of Shareholders 2020 of Ho Chi Minh City Medial Import Export JSC on 08 November 2020. It takes effect since 16:30 PM November 8 2020.