**SSF: Resolution of Extraordinary Meeting of Shareholders**

On 23 Sep 2020, G Saigon Education Joint Stock Company announced the Resolution No.52/2020/NQ- DHDCD as follows:

Article 1: Approve the plan on share issuance for individual shareholders to increase the charter capital, as follows:

**Part I:**

1. Information about the company

1.1 Name of the company: G Saigon Education Joint Stock Company

1.2 Stock code: SSF

1.3 Headquarter: No 419, Le Hong Phong Street, Ward 2, District 10, Ho Chi Minh City

1.4 Tel: 02838353820

1.5. Website: sashoco.vn

1.6 Tax identification number: 0300396916

2. Charter capital: 32,000,000,000 VND

2.1 Share par value: 10,000 VND/share

2.2. Number of existing shares: 3,200,000 shares

**Part II:**

**Plan for on share issuance for individual shareholders and Plan on use of proceeds**

1. Legal basis

2. Necessity for private placement

3. Plan for on share issuance for individual shareholders

|  |  |
| --- | --- |
| 1. Name of the issuer | G Saigon Education Joint Stock Company |
| 2. Type of share | Common |
| 3. Par value | 10,000 VND/share |
| 4. Method of issuance | Private placement |
| 5. Purpose of share issuance | To increase the company’s equity and supplement the working capital |
| 6. Number of share expected to be issued | 6,800,000 shares |
| 7. Issuing price | 10,000 VND/share |
| 8. Total amount of money obtained | VND 68,000,000,000 |
| 9. Criteria to select entities | In order to participate in this private placement, the investors which are domestic/foreign institutions and individuals must satisfy these following criteria:- The institution/individual must have sufficient financial capabilities- The institution/individual must have professional qualification and ability to support the company in business, manufacturing and management to increase their values and to expand the market- The institution/individual has the long-term desire to work with the company- The institution/individual which is not subsidiary of SSF or have the same holding company with SSF |
| 10. Plan on handling unsold shares | General Meeting of Shareholders authorizes Board of Directors to distribute the number of unsold shares with the price which is not less than VND 10,000/ share |
| 11. 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 |
| 12. Tender offering | Approve that investors have not to implement the procedures of the tender offering even when the volume exceeds the rate of the tender offering according to the regulation at Article 32 Securities Law and Clause 11 of Article 1 of Law on amending and supplementing some articles of Securities Law |
| 13. Implementation time | In Q.3 and Q.4/2020, Q1/2021 after being approved by the SSC |
| 14. Register for depository or trading of shares | Shares must register for depository or trading of shares at VSD |
| 15. Adjustment of company’s charter | Authorizes the Board of Directors to approve the adjustment of company’s charter |
| 16. Right to buy | Because this is the private place so the existing shareholders or the company will not be entitled to buy shares |
| 17. Expectation after the issuance | + Expected charter capital after the issuance: 100,000,000 VND+ Amount of money obtained from the issuance expected: 68,000,000,000 VND |
| 18. Approval of list of strategic investors | List of strategic investors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name | No. of ID cards/Certificate | No. of shares expected to be offered |
| 1 | Le Duong | 025353165 | 2,800,000 |
| 2 | Nguyen Thanh Son | 250328429 | 2,000,000 |
| 3 | Nguyen Thi Mai | 250074436 | 2,000,000 |
| **Total** | **6,800,000** |

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4. Plan on use of proceeds

After completing the share issuance to increase the charter capital from 32,000,000,000 VND to 100,000,000,000 VND, the expected amount obtained will be used specifically as follows:

4.1. Paying debt to Mr. Le Duc Thanh: 3,000,000,000 VND

4.2 Paying debt to Mr. Nguyen Doan Duy Thanh: 17,000,000,000 VND

4.3 Supplementing the working capital for legal procedures to rent land continuously and to disburse to renovate, repair, to purchase teaching equipment for education according to the socialization plan: 48,000,000,000 VNF

5. Authorization

Extraordinary meeting of shareholders authorizes the Board of Directors to decide all the issued related to the private placement for strategic investors to increase charter capital from 32 billion VND to 100 billion VND

**Part III: Implementation**

After the Extraordinary meeting of shareholders approves the plan for private placement to increase charter capital from 32 billion VND to 100 billion VND, the Board of Directors will direct rapidly the implementation to complete the placement, satisfying the needs of capital for restructuring the company.