

**THE MINUTES
OF ANNUAL GENERAL SHAREHOLDERS MEETING IN 2020
(FISCAL YEAR 2019)
HUONG GIANG TOURIST JOINT STOCK COMPANY**

I. Information of the company:

- Name: Huong Giang Tourist Joint Stock Company ("Huong Giang")
- Head office address: 02 Nguyen Cong Tru street, Phu Hoi ward, Hue city
- Tel: 0234.3826070 – 3826071 Fax: 0234.3833588
- The Business registration certificate No. 3300101124 issued by Thua Thien Hue department of Planning and Investment for the first time on 25th Dec, 2007. Register change of 11th on November 08, 2019;
- Charter capital: 200.000.000.000 dong (Two hundred billion dong)

II. Time, venue and participants:

- Time: Opening at 14h00, Thursday, on December 17th, 2020
- Venue: 5 floor, Conference meeting of Huong Giang Resort & Spa – 51 Le Loi street, Hue city.
- Participants:
 - + The shareholders of Huong Giang Tourist Joint Stock Company follow the appendix of the list of shareholders registered to attend the meeting with this minutes.
 - + Members of the Board of Management.
 - + Board of Supervisors and Board of Directors.

III. Meeting's procedures:

1. Report of shareholders' status participation at the Annual General Shareholder Meeting in 2020 (Fiscal year 2019):

- Total number of shareholders to be convened: **202** shareholders according to the list of shareholder issued by Vietnam Deposit Centre ("VSD") closed on December 04th, 2020.
- Total number of shareholders / authorized representatives of shareholders present at the meeting: **32**
- Total number of shares issued: **20.000.000 shares** (Twenty million shares)
- The total number of shares of shareholders / authorized representatives of shareholders/ attend online present at the General Meeting at the opening time: **17.871.323 shares** with the attendance rate of **89,356%**.

Based on Clause 1, Article 18 of the charter of Huong Giang company on conditions for conducting the Annual General Shareholders Meeting ("GSM"), the GSM of Huong Giang company in 2020 (fiscal year 2019) on December 17th, 2020 is eligible to conduct in accordance with the law. Shareholders, the authorized representatives of shareholders and shareholders participating in the online form have

the right to vote by the number of shares owned or the number of authorized representative shares.

2. Mr, Ho Van Toai – Head of Human Resource department (“Organizer”) presented the Agenda of the GSM, regulation on organization and administration of the meeting.

The Agenda of the meeting includes:

(1) Report of the Board of Management in 2019 and plan of operation in 2020;

(2) Report of the Board of Directors on business results in 2019 and business plan in 2020;

(3) Report of the Board of Supervisors in 2019 and plan of operation in 2020;

(4) Report no.01/TT-HDQT dated December 04th, 2020 issued by Board of Management proposing to the GSM to consider and approve 13 contents under authorities of the General shareholders meeting, specifically:

- 1) Approval of the Board of Management’s report;
- 2) Approval of the Board of Directors’s report;
- 3) Approval of the Board of Supervisors’s report;
- 4) Approval the separated and consolidated financial statement of the company which have been audited in 2019;
- 5) Approval non_payment dividend and remuneration of the Board of Management and Board of supervisors in 2019;
- 6) Approval of the figures on profit plan, appropriation of funds and dividends in 2020;
- 7) Approval of the non_payment the remuneration of the Board of Management and Board of supervisors in 2020;
- 8) Approve the amendment to the content of the Charter and the amendment of the Internal Management Regulations of the Company;
- 9) Agree on the policy of converting the operating model of Huong Giang Hotel from the model of a dependent accounting branch to an independent accounting limited company.
- 10) Approval of the dismissal of members of the Board of supervisors to Mr. Ho Minh Quoc and Mrs Dao Thi Chinh, for the term 2016-2021;
- 11) Approving the appointment of the member of Supervisory Board to Mr. Le Duc Quang, for the term of 2016-2021.
- 12) Approving the appointment of the member of Supervisory Board to Mrs. Nguyen Ngoc Dieu Loan, for the term of 2016-2021.
- 13) Approval of the list of auditing company to audit the financial statement of the company in 2020;

Meeting voted for the GSM agenda:

Number of shareholders / authorized representative of shareholders approved: 17,871,523 shares, representing 100% of the total number of votes of all attending shareholders.

Number of shareholders / authorized representatives of shareholders who disagree: 0.0 shareholders, accounting for 0.0% of the total number of votes of all attending shareholders.

Thus, the Agenda of General Meeting of Shareholders was approved by the General Meeting of Shareholders.

Meeting voted for the GSM regulation on organization of the meeting:

Number of shareholders / authorized representative of shareholders approved: 17,871,523 shares, representing 100% of the total number of votes of all attending shareholders.

Number of shareholders / authorized representatives of shareholders who disagree: 0.0 shareholders, accounting for 0.0% of the total number of votes of all attending shareholders.

Thus, the GSM regulation on organization was approved by the General Meeting of Shareholders.

*** Through the list of Board of chair of meeting:**

Presidium:

- | | |
|-------------------------------|--|
| 1. Mr. Yukio Takahashi | - Chairman of the BOM; |
| 2. Mr. Johnny Cheung Ching Fu | - BOM Member, General Director; |
| 3. Mr. Go Fujiyama | - BOM Member; |
| 4. Mr. Yoshida Tetsuya | - BOM Member; |
| 5. Mr. Le Ba Giang | - BOM Member, Deputy General Director
Chairman of the meeting |

(Mr. Le Ba Giang is authorized to act as Chairman of the meeting according to the content of authorization letter No. 113/20 / GUQ / CTHG dated December 7, 2020)

Number of shareholders / authorized representative of shareholders approved: 17,871,523 shares, representing 100% of the total number of votes of all attending shareholders.

Number of shareholders / authorized representatives of shareholders who disagree: 0.0 shareholders, accounting for 0.0% of the total number of votes of all attending shareholders.

Thus, the list of Board of chair of meeting was approved by the General Meeting of Shareholders.

*** Throught the Board of Secretariat**

- | | |
|---------------------------|--------------------------------|
| Mr.Nguyen Cong Thuy | - Secretary of the BOM |
| Mrs.Truong Thi Quynh Tram | - Specialist of HR department. |

Number of shareholders / authorized representative of shareholders approved: 17,871,523 shares, representing 100% of the total number of votes of all attending shareholders.

Number of shareholders / authorized representatives of shareholders who disagree: 0.0 shareholders, accounting for 0.0% of the total number of votes of all attending shareholders.

Thus, the list of Board of secretariat of meeting was approved by the General Meeting of Shareholders.

*** Throught the list of Board of vote counting member**

- | | |
|------------------------|----------|
| 1. Mr. Ngô Đức Chính | - Head |
| 2. Mr. Lê Văn Mùi | - Member |
| 3. Mr. Lê Văn Tuấn Hải | - Member |

Number of shareholders / authorized representative of shareholders approved: 17,871,523 shares, representing 100% of the total number of votes of all attending shareholders.

Number of shareholders / authorized representatives of shareholders who disagree: 0.0 shareholders, accounting for 0.0% of the total number of votes of all attending shareholders.

Thus, the list of Board of vote counting member of meeting was approved by the General Meeting of Shareholders.

IV. Contents of the meeting:

1. Mr. Yukio Takahashi – Chairman of Board of Mamagement, speech opening the GSM 2020.

2. Mr. Le Ba Giang – BOM member, Deputy General Director of Huong Giang company presented: (1) BOM's report; (2) BOD's report;

(As the draft report was published on company's website)

3. Mrs. Nguyen Ngoc Dieu Loan – Head of Board of Supervisors reported the supervisory activities of the Board of supervisors in 2018 and operator plan in 2019.

(As the draft report was published on company's website)

4. Mr. Ho Van Toai - Head of Human Resources Department of the Company briefly presented the draft content on the adjustment of the charter and the content of the internal governance regulation of the Company.

(As the draft report was published on company's website)

5. Mr. Le Ba Giang – BOM member, Deputy General Director of Huong Giang company presented Statement No. 01 / TT-HĐQT dated December 04, 2020 of the Board of Management requesting the General Shareholder Meeting to vote for 13 contents under the authority of the General Meeting of Shareholders

(As the content of the statement no.1 dated Dec 04,202 was sent to shareholders and published on the company's website)

V. Discussion at the meeting:

Shareholders attending the meeting did not have any opinion.

VI. The General shareholders meeting proceed to vote on the following contents:

1. Based on the Content of Statement No.01/TT-HĐQT dated on December 04th, 2020 of the Board of Management asking for shareholder's opinions at the GSM to voting for the contents under the approval authority of the annual GSM, specifically:

- 1) Approval of the Board of Management's report;**
- 2) Approval of the Board of Directors's report;**

- 3) Approval of the Board of Supervisors's report;
- 4) Approval the separated and consolidated financial statement of the company which have been audited in 2019;
- 5) Approval non_payment dividend and remuneration of the Board of Management and Board of supervisors in 2019;
- 6) Approval of the figures on profit plan, appropriation of funds and dividends in 2020;
- 7) Approval of the non_payment the remuneration of the Board of Management and Board of supervisors in 2020;
- 8) Approve the amendment to the content of the Charter and the amendment of the Internal Management Regulations of the Company;
- 9) Agree on the policy of converting the operating model of Huong Giang Hotel from the model of a dependent accounting branch to an independent accounting limited company.
- 10) Approval of the dismissal of members of the Board of supervisors to Mr. Ho Minh Quoc and Mrs. Dao Thi Chinh, for the term 2016-2021;
- 11) Approving the appointment of the member of Supervisory Board to Mr. Le Duc Quang, for the term of 2016-2021.
- 12) Approving the appointment of the member of Supervisory Board to Mrs. Nguyen Ngoc Dieu Loan, for the term of 2016-2021.
- 13) Approval of the list of auditing company to audit the financial statement of the company in 2020;

2. The Annual GSM conducted the vote, the voting results are as follows:

Content 1: The General shareholders meeting voted to approve the report on performance of in 2019 and plan for operation in 2020 of the Board of Management.

Number of votes agreed:	17.875.823	accounted for: 99,99%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	700	accounted for: 0,003%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 2: The General shareholders meeting voted to approve the business results in 2019 and business plan for 2020 of the Board of Directors.

Number of votes agreed:	17.873.623	accounted for: 99,99%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	700	accounted for: 0,003%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 3: The General shareholders meeting voted to approve the report on activities in 2019 and operator plan for 2020 of the Board of supervisors.

Number of votes agreed:	17.871.123	accounted for: 99,99%
Number of votes disagreed:	0.0	accounted for: 0,0%

Number of votes without comment: 700 accounted for: 0,003%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 4: The General Shareholders Meeting voted to approve the contents of separated financial statement and consolidated financial statement audited in 2019.

Number of votes agreed: 17.871.123 accounted for: 99,99%

Number of votes disagreed: 0.0 accounted for: 0,0%

Number of votes without comment: 700 accounted for: 0,003%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 5: The General Shareholders Meeting voted non_payment dividends and remuneration of the Board of Management and Board of Supervisors in 2019.

Number of votes agreed: 17.848.823 accounted for: 99,87%

Number of votes disagreed: 22.200 accounted for: 0,13%

Number of votes without comment: 100 accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 6: The General Shareholders Meeting voted to approve the figures of the company's business plan for 2019, specifically:

(1) Estimated profit after tax in 2020 (loss): (31,396) billion vnd

(2) Do not set aside funds and none paying the remuneration of the Board of Management and the Supervisory Board.

Number of votes agreed: 17.871.123 accounted for: 100,0%

Number of votes disagreed: 0.0 accounted for: 0,0%

Number of votes without comment: 0.0 accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 7: The General Shareholders Meeting voted to approve none paying remuneration for the Board of Management and the Supervisory Board in the fiscal year 2020:

Number of votes agreed: 17.871.023 accounted for: 99,99%

Number of votes disagreed: 0.0 accounted for: 0,0%

Number of votes without comment: 100 accounted for: 0,001%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 8: The General Shareholders Meeting voted to approve the content of the Charter amendment and the content of the Company's internal governance regulations as per the draft.

Number of votes agreed: 17.871.123 accounted for: 100,0%

Number of votes disagreed: 0.0 accounted for: 0,0%

Number of votes without comment: 0.0 accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 9: The General Shareholders Meeting voted to agree on the policy of converting the operating model of Huong Giang Hotel from the model of a dependent accounting branch to an independent accounting limited company.

Number of votes agreed:	17.871.123	accounted for: 100,0%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	0.0	accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 10: The General Shareholders Meeting voted to approve the dismissal of the member of Supervisory Board to Mr.Ho Minh Quoc and Mrs. Dao Thi Chinh, for the term of 2016 - 2021.

Number of votes agreed:	17.871.123	accounted for: 100,0%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	0.0	accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 11: The General Shareholders Meeting voted to approve the appointment of the member of Supervisory Board to Mr. Le Duc Quang, for the term of 2016-2021.

Number of votes agreed:	17.853.423	accounted for: 99,90%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	17.700	accounted for: 0,099%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 12: The General Shareholders Meeting voted to approve the appointment of the member of Supervisory Board to Mrs. Nguyen Ngoc Dieu Loan, for the term of 2016-2021.

Number of votes agreed:	17.853.423	accounted for: 99,90%
Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	17.700	accounted for: 0,099%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

Content 13: The General Shareholder Meeting voted to authorize the Board of Supervisors to select the auditing company to audit the separated and consolidated financial statement of the company in 2020.

The list of auditing companies as below:

- (1) AASC auditing Co.,Ltd
- (2) KPMG auditing Co.,Ltd – Ho Chi Minh Branch
- (3) Ernst & Young Co.,Ltd

Number of votes agreed:	17.871.123	accounted for: 100,0%
-------------------------	------------	-----------------------

Number of votes disagreed:	0.0	accounted for: 0,0%
Number of votes without comment:	0.0	accounted for: 0,0%

Conclusion: Pursuant to Clause 2&3 of Article 20 of the company's charter regulating on the adoption of the decision of the General Shareholders Meeting, the above content has been approved by the General Shareholders Meeting.

VII. Through the Minutes of the meeting:

Mr. Nguyen Cong Thuy, on behalf of the board of Secretariat of the meeting, read the full contents of the Meeting's minutes and the resolutions issued by Annual General Shareholders Meeting in 2020 (fiscal year 2019) of Huong Giang Company.

The General Shareholder Meeting acknowledged and praised the interest to follow up and contribute comments of shareholders.

The General Shareholder Meeting unanimously assigned the Board of Management to organize the implementation of resolutions of the Annual General shareholders Meeting.

The General Shareholder Meeting voted to approve the Minutes of the meeting and the resolutions issued by the Annual General Shareholders Meeting in 2020 (fiscal year 2019) with the voting rate of 100%.

Mr. Le Ba Giang, on behalf of the Board of Chair of the meeting announced the closing of the General Shareholder Meeting.

The Annual General Shareholder Meeting ended at 16:00 on the same day./.

THE ANNUAL GENERAL SHAREHOLDERS MEETING ON DECEMBER 17TH, 2020	
SECRETARY OF MEETING	CHAIRMAN OF THE MEETING



Nguyen Cong Thuy



Le Ba Giang