



**HUONG GIANG TOURIST JSC**

**SOCIALIST REPUBLIC OF VIET NAM**  
Independence - Freedom - Happiness

**THE MINUTES  
OF ANNUAL GENERAL SHAREHOLDERS MEETING IN 2021 (FISCAL  
YEAR 2020)  
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 25<sup>th</sup> 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, Tuesday, on July 20<sup>th</sup>, 2021.
- 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 2021 (Fiscal year 2020):**

**Mr. Thai Van Khoa** - Head of the shareholders’ status inspection board reported the results as follows:

- Total number of shareholders to be convened: **202** shareholders according to the list of shareholder issued by Vietnam Deposit Centre (“VSD”) closed on June 23<sup>h</sup>, 2021.
- Total number of shareholders/authorized representatives of shareholders present at the meeting: **9**
- 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: **17.791.623 shares** with the attendance rate of **88.958%**.

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 2021 (fiscal year 2020) on July 20<sup>th</sup>, 2021 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 on behalf of organization board presented the Agenda of the GSM, regulation on organization and election.

**The Agenda of the meeting includes:**

- (1) Report of the Board of Management in 2020 and plan of operation in 2021;
- (2) Report of the Board of Directors on business results in 2020 and business plan in 2021;
- (3) Report of the Board of Supervisors in 2020 and plan of operation in 2021;
- (4) Draft of amendment and supplement HGT Charter, Internal Governance regulation, BOM and BOS operation regulation;
- (5) Report no.01/TT-HDQT dated July 12<sup>th</sup>, 2021 issued by Board of Management proposing to the GSM to consider and approve contents under authorities of the General shareholders meeting, specifically:
- (6) Election of BOM, BOS for term 2021-2026;
- (7) Approving the list of audit firms to perform the Company's financial statements in 2021;
- (8) Other issues under the authority of the General Meeting of Shareholders.

\* About the Regulation on organization of the GSM, Regulation on election: posted on the company website.

**\* Approval of the list of Presidium, secretary board, vote counting board:**

**Presidium:**

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

**Secretary Board:**

- |                            |                                 |
|----------------------------|---------------------------------|
| Mr. Thai Van Khoa          | - Head of Investment department |
| Mrs. Truong Thi Quynh Tram | - Assistant HRM.                |

**Vote counting Board:**

- |                        |                                       |
|------------------------|---------------------------------------|
| 1. Mr. Ngô Đức Chính   | - Chief account                       |
| 2. Mr. Lê Văn Mùi      | - Head of IT section                  |
| 3. Mr. Lê Văn Tuấn Hải | - Specialist of Accounting department |

*The GSM voted to approve the Agenda, Regulations on organization, Election Regulations, Presidium, Secretariat and Vote Counting Committee:*

*Number of shareholders / authorized representative of shareholders approved: 16 shares, accounting for 100% of the total number of voting shares*

*Number of shareholders / authorized representatives of shareholders who disagree: 0 shareholders, accounting for 0% of the total number of voting shares.*

*Thus, the GSM agenda, regulation on organization and election, list of Presidium, secretary board and vote counting board was approved by the General Meeting of Shareholders.*

**IV. Contents of the meeting:**

**1. Mr. Yukio Takahashi** – Chairman of Board of Management, speech opening the GSM 2021.

**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** – Authorized representative reported the supervisory activities of the Board of supervisors in 2020 and operator plan in 2021.

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

**4. Mr. Ho Van Toai** - the person in charge of corporate governance, Head of Human Resources Department briefly presented the draft content on the adjustment of the charter and 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-HDQT dated July 12<sup>th</sup>, 2021 of the Board of Management requesting the General Shareholder Meeting to vote on contents under the authority of the General Meeting of Shareholders.

**V. Discussion at the meeting:**

Opinions of shareholders and answers of the BoD are summarized, updated and attached in this meeting minutes.

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

**1.** Based on the Content of Statement No.01/TT-HDQT dated on July 12<sup>th</sup>, 2021 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 2020;
- 5) Approval non\_payment dividend and remuneration of the Board of Management and Board of supervisors in 2020;
- 6) Approval of the figures on profit plan, appropriation of funds and dividends in 2021;
- 7) Approve the amendment to the content of the Charter and the amendment of the Internal Governance Regulations of the Company;
- 8) Approval of the list of auditing company to audit the financial statement of the company in 2021.

According to the report of the Vote Counting Board. The total number of shares with voting rights of shareholders/authorized representatives/shareholders attending the

meeting in the online form at the time of voting is **17.825.423 shares, equivalent to 17.825.423 votes.**

**2. The Annual GSM conducted the electronic vote, the voting results on contents of statement are as follows:**

**Content 1:** The General shareholders meeting voted to approve the report of BOM on performance of in 2020 and plan for operation in 2021.

Number of votes agreed:	17.797.723	accounting for: 100%
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Number of votes disagreed:	0	accounting for: 0%
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Number of votes without comment:	0	accounting for: 0%
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Conclusion: Pursuant to 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 Report of BOD on business results in 2020 and business plan for 2021.

Number of votes agreed:	17.797.723	accounting for: 100%
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Number of votes disagreed:	0	accounting for: 0%
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Number of votes without comment:	0	accounting for: 0%
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Conclusion: Pursuant to 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 of BOS on activities in 2020 and operation plan for 2021.

Number of votes agreed:	17.799.723	accounting for: 100%
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Number of votes disagreed:	0	accounting for: 0%
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Number of votes without comment:	0	accounting for: 0%
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Conclusion: Pursuant to 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 2020.

Number of votes agreed:	17.799.723	accounting for: 100%
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Number of votes disagreed:	0	accounting for: 0%
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Number of votes without comment:	0	accounting for: 0%
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Conclusion: Pursuant to 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 2020.

Number of votes agreed:	17.799.723	accounting for: 100%
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Number of votes disagreed:	0	accounting for: 0%
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Number of votes without comment:	0	accounting for: 0%
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Conclusion: Pursuant to 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 2021, specifically:

- (1) Estimated profit after tax in 2021 (loss): **(31,237)** billion Vnd
- (2) Do not set aside funds and none paying the remuneration of the Board of Management and the Board of Supervisors for 2021.

(3) **Not paying dividends because of loss of business results;**

Number of votes agreed:	17.799.723	accounting for: 100%
Number of votes disagreed:	0	accounting for: 0%
Number of votes without comment:	0	accounting for: 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 the amendment and supplement of Charter internal governance regulations as per the draft posted on company website.

Number of votes agreed:	17.799.723	accounting for: 100%
Number of votes disagreed:	0	accounting for: 0%
Number of votes without comment:	0	accounting for: 0%

Conclusion: Pursuant to 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 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 2021.

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:	17.799.723	accounting for: 100%
Number of votes disagreed:	0	accounting for: 0%
Number of votes without comment:	0	accounting for: 0%

Conclusion: Pursuant to 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.

### **3. Election BOM for the term 2021-2026:**

The GSM agreed on the list of candidates for election to the BOM of the Company for the term 2021-2026, including:

1. Mr. Yukio Takahashi – BOM Chairman, term 2016-2021.
2. Mr. Johnny Cheung Ching Fu – General Director, BOM member, term 2016-2021.
3. Mr. Go Fujiyama- BOM member, term 2016-2021.
4. Mr. Le Ba Giang – Deputy General Director, BOM member, term 2016-2021.
5. Mr. Yoshida Tetsuya – BOM member, term 2016-2021.

The GSM conducted voting by electronic form. According to the vote counting minutes, the following individuals were elected to the BOM for the term 2021-2026, including:

1. Mr. Yukio Takahashi, the number of votes 18.593.223, accounting for 108.153437%
2. Mr. Johnny Cheung Ching Fu, number of votes 16.842.723, accounting for 97.971093%

3. Mr. Go Fujiyama, the number of votes 16.838.723, accounting for 97.947826%
4. Mr. Le Ba Giang, the number of votes 16.843.723, accounting for 97.97691%
5. Mr. Yoshida Tetsuya, the number of votes 16.839.223, accounting for 97.950734%

#### 4. Election Company's BOS for the term 2021-2026:

The General Meeting agreed on the list of candidates for election to the Board of Supervisors of the Company for the term 2021-2026, including:

1. Ms. Fumiyo Okuda- Member of the Supervisory Board of NK 2016-2021.
2. Mr. Le Duc Quang- Head of Supervisory Board, NH 2016-2021.
3. Ms. Nguyen Ngoc Dieu Loan- Supervisory Board NK 2016-2021.

The General Assembly conducts voting electronically. According to the vote counting minutes, the following individuals were elected to the Board of Supervisors for the term 2021-2026, including:

1. Ms. Fumiyo Okuda, number of votes 17.893.723, accounting for 104.084571%
2. Mr. Le Duc Quang, the number of votes 16.838.823, accounting for 97.948407%
3. Ms. Nguyen Ngoc Dieu Loan, number of votes 16.841.723, accounting for 97.965276%

## VII. Approval of the GSM Minutes:

Mr. Thai Van Khoa, on behalf of the GSM secretary board, read the full contents of the Meeting's minutes and the resolutions issued by Annual General Shareholders Meeting in 2021 (fiscal year 2020) of Huong Giang Tourist JSC.

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 GSM.

The General Shareholder Meeting voted to approve the Minutes and the resolutions issued by the Annual General Shareholders Meeting in 2021 (fiscal year 2020) with the voting rate of 100%.

Mr. Le Ba Giang, on behalf of the Presidium announced the closing of the General Shareholder Meeting.

The Annual General Shareholder Meeting ended at 16:25 on the same day./.

THE ANNUAL GENERAL SHAREHOLDERS MEETING ON JULY 20<sup>TH</sup>, 2021  
SECRETARY OF MEETING CHAIRPERSON OF THE MEETING

## Thai Van Khoa

Le Ba Giang

