

No: 11/2021/BB-DHĐCĐ

Hanoi, March 31st, 2021

MINUTES
2021 ANNUAL GENERAL MEETING
TRAPHACO JSC

Name of Organization: TRAPHACO JSC**Headquarters:** No. 75 Yen Ninh Street, Quan Thanh Ward, Ba Dinh District, Hanoi**Phone:** (84-4) 37341797**Fax:** (84-4) 36814910**Business Registration Certificate No.:** 0100108656 issued by Ha Noi Department of Planning and Investment on 24/12/1999, with the 23rd amendment made on 06/4/2020.**Duration:** 8:00 AM - 12:00 PM, March 31st, 2021**Venue:** Great Hall, Hoang Liet Plant, Traphaco JSC - Hoang Liet, Hoang Mai, Hanoi.**Chair of the AGM:** Md. **Vu Thi Thuan** – Chairwoman of the Board of Directors,**Secretariat:** Mr. **Pham Thai Son**Mr. **Pham Hoang Anh**Representative of the audit firm: Mr. **Do Trung Kien** – Senior Manager, Deloitte Vietnam Co., Ltd.**I. OPENING****1. Opening**

On behalf of the Organizing Committee, Mrs. **Nguyen Thi Vinh Hue** guided the AGM the following procedures:

- Announce the reason for the organization of the 2021 AGM;
- Introduce delegates: representatives of the audit firm, journalists, Company's leadership, shareholders;

- **Introduce the Agenda of 2021 AGM.**

The General Assembly of Shareholders (GAS) agreed 100% the Agenda of the AGM.

- **Approve the Working Regulation at the 2021 AGM**

Mrs. **Nguyen Thi Vinh Hue** - Representative of the Organizing Committee - read the Working Regulation at the 2021 AGM of Traphaco JSC.

GAS agreed 100% the Working Regulation of the AGM.

2. Report on the Result of shareholders' status verification

At 8:45 AM, GAS have heard Mrs. **Nguyen Thi Bich Lien** - **Head of Shareholder Verification Committee** disclosing the results of verification of shareholders and shareholders' representatives as follows:

| No. | Shareholders attending the meeting | Number | Number of shares | Percentage of voting shares |
|-----|--|--------|------------------|-----------------------------|
| 1. | Total number of voting shares according to the list of shareholders on March 2 nd , | 1,452 | 41,450,540 | 100% |

| | | | | |
|----|--|----|------------|--------|
| | 2021 | | | |
| 2. | Number of shareholders and representatives of shareholders attending the AGM | 69 | 39,846,189 | 96.12% |

According to the Law on Enterprises and the Charter of the Company, the Annual General Meeting of Shareholders in 2021 of Traphaco Joint Stock Company dated March 31st, 2021 has 69 shareholders and representatives, equivalent to 96.12% of total voting rights. The AGM is legal and valid.

Introduce and invite the Presidium, Chairperson to work.

Presidium:

- **Md. Vu Thi Thuan** - Chairwoman, Chair of the General Meeting
- **Mr. Nguyen Anh Tuan** - Vice Chairman of the Board
- **Mr. Tran Tuc Ma** - Board member, CEO
- **Mr. Kim Dong Hyu** - Board member, Deputy CEO

Introduce members of the Secretariat.

Md. Vu Thi Thuan – Chairwoman, introduces:

Secretariat:

- (1) **Mr. Pham Thai Son** - Chief Governance Officer - Head of Secretariat,
- (2) **Mr. Pham Hoang Anh** - Budget and Planning Director, Assistant to CEO - Member.

GAS unanimously passed 100%.

II. STATEMENTS TO AGM

1. **Mr. Tran Tuc Ma - Board member cum CEO** presented to the General Assembly of Shareholders
 - 1.1 Report on the results of Company's business operations in 2020 and the Operational directions of the Company in 2021;
(Statement 01a/2021/TTHĐQT-ĐHĐCĐ)
 - 1.2 Report on BoD's activities in 2020;
(Statement 01b/2020/TTHĐQT-ĐHĐCĐ)
2. **Mr. Nguyen Anh Tuan - Vice Chairman** presented to the General Assembly of Shareholders the Report on the Company's operation results for the term 2016-2020; Development orientation of the Company in the period of 2021-2025;
(Statement 01a/2021/TTHĐQT-ĐHĐCĐ)

Based on the opinion of the major shareholders, it is proposed to the General Assembly of Shareholders to approve 02 matters related to solutions to implement the Development Orientation of the Company in the period 2021-2025:

- Business restructuring: Agree on the direction of separating the business between herbal and non-herbal products on the basis of a proposal to be

discussed and approved by the Board of Directors after the AGM. TRA will hire a consulting firm to advise on business restructuring. AMG assign BoD to lead the directly project which will be completed tentatively within 4 weeks.

- CEO position: in order to achieve the targets assigned by the AGM, the Board of Directors will appoint the CEO of the Company for the term 2021-2025. After 01 year from the effective date of this decision, the Board of Directors will consider and evaluate based on the results of completing the business plan in 2021 and the implementation of the tasks and plans of the Board of Directors to decide the continuation of the appointment. In case the CEO does not complete the 2021 business plan and other tasks, plans assigned to the CEO by the Board of Directors, the Board of Directors shall remove the CEO.
3. **Mr. Đinh Trung Kiên – Chief Accountant** presented to the General Assembly of Shareholders the Audited consolidated financial statements in 2020;
(Statement 04/2021/TTHĐQT-ĐHĐCĐ)
 4. **Mr. Duong Duc Hung - Head of Board of Supervisors** presented to the General Assembly of Shareholders:
 - 4.1 The Board of Supervisors' Report in 2020, for the term of 2016-2020;
(Statement 03a/2021/TTHĐQT-ĐHĐCĐ)
 - 4.2 Proposition to select an audit firm for the financial year 2021;
(Statement 03b/2021/TTHĐQT-ĐHĐCĐ)
 5. **Mr. Kim Dong Hyu – Board member cum Deputy CEO** presented to the General Assembly of Shareholders the Report on the plan of distribution of profit after tax in 2020 and the remuneration to BoD, BoS in 2020; Report on the expected plan of distribution of profit after tax in 2021 and the remuneration to BoD, BoS in 2021;
(Statement 05/2021/TTHĐQT-ĐHĐCĐ)

III. ELECTION OF MEMBERS TO BOARD OF DIRECTORS AND BOARD OF SUPERVISORS FOR THE TERM OF 2021-2025

1. Md. **Vu Thi Thuan** asked the General Assembly of Shareholders on the number of members of BoD, BoS for the term of 2021-2025.

The GAS agreed 100%:

- The number of BoD members for the term of 2021-2025: **07** persons,
- The number of BoS members for the term of 2021-2025: **03** persons.

2. Ms. **Nguyen Thi Bich Lien** - Representative of the Organizing Committee - presented the Regulation on Nomination of members to Board of Directors, Board of Supervisors for the term of 2021-2025.

GAS approved the contents of the Regulation on Nomination of members to Board of Directors, Board of Supervisors for the term of 2021-2025: 100%.

3. Md. **Vu Thi Thuan** introduced the list of candidates (all candidates have CVs attached).

The GAS agreed 100% seven (07) candidates for election to the Board of Directors:

| No. | Name | Introduced by |
|-----|---------------------|--|
| 1. | Mr. Nguyễn Anh Tuấn | SCIC (owned 35.67% shares) |
| 2. | Mr. Lại Trần Đông | |
| 3. | Mrs. Đào Thúy Hà | |
| 4. | Mr. Chung Ji Kwang | MAGBI Fund Limited (owned 24.995% shares) |
| 5. | Mr. Kim Dong Hyu | |
| 6. | Mr. Lee Tae Yon | Super Delta Pte. Ltd (owned 15.12% shares) |
| 7. | Mr. Trần Túc Mã | group of shareholders (owned 9.1% shares) |

The GAS agreed 100% three (03) candidates for election to the Board of Supervisors:

| No. | Name | Introduced by |
|-----|------------------------|--|
| 1. | Nguyễn Thị Lương Thanh | SCIC (owned 35.67% shares) |
| 2. | Nguyễn Thanh Hoa | |
| 3. | Mr. Kwon Ki Bum | Super Delta Pte. Ltd (owned 15.12% shares) |

4. **Md. Vu Thi Thuan** introduced the list of the Election Committee consisting of 3 persons:

1. **Ms. Nguyen Thi Bich Lien** – Head,
2. **Ms. Trinh Thi Tham** – Member,
3. **Mr. Mai Xuan Dung** - Member.

GAS agreed the list of the Election Committee: 100%

5. **Ms. Nguyen Thi Bich Lien - Head of the Election Committee** presented the Regulations on the election of members to the Board of Directors and the Board of Supervisors

GAS approved the Election Regulations: 100%

6. **Ms. Nguyen Thi Bich Lien** presented the Voting guidance.

At 10:25 AM, before the election, **Ms. Nguyen Thi Bich Lien - Head of Shareholder Verification Committee** reported: the number of shareholders and representatives of shareholders attending the meeting is 71 persons, representing 40,162,974 shares, corresponding to 96.89% of the voting shares of the Company.

The General Assembly of Shareholders conducted the election by secret ballot.

The Election Committee counted votes.

TEA BREAK

IV. STATEMENTS TO AGM *(continued)*

6. **Mr. Tran Tuc Ma - Board member cum CEO** presented to the General Assembly of Shareholders the contracts with Traphaco CNC JSC & Traphaco Hung Yen Co., Ltd;
(Statement 06/2021/TTHĐQT-ĐHĐCĐ)

7. **Mr. Duong Duc Hung – Head of the Board of Supervisors** presented to the General Assembly of Shareholders the amendment and supplementation of the Company's Charter according to the Enterprise Law 2020, Securities Law 2019;
(Statement 07/2021/TTHĐQT-ĐHĐCĐ)

V. DISCUSSION

Md. Vu Thi Thuan - Chairwoman, chair the Discussion.

| Questions of shareholders | Answer of the Presidium and related members |
|--|--|
| Shareholders focused on asking questions related to the Company's 5-year orientation and the plan to strongly develop the western medicine business, as well as technology transfer with foreign partners. | <p>The Presidium specifically answered each question, in which assess that developing western medicine is an inevitable trend of a large pharmaceutical company, however, it is necessary to maintain the strength of the traditional medicine segment. The development plan is scrutinized together with market trends and specific assessments of product potential.</p> <p>In the next 5 years, the Board of Directors is always aiming for the development and balancing the benefits between shareholders, Company and employees.</p> |

VI. ELECTION RESULTS

Ms. Nguyen Thi Bich Lien - Head of the Election Committee reported the Minutes of Vote counting.

1. The list of elected members to the Board of Directors for the term of 2021-2025

| No. | Name | Voted shares |
|-----|---------------------|--------------|
| 1 | Mr. Kim Dong Hyu | 45,953,098 |
| 2 | Mr. Trần Túc Mã | 44,209,132 |
| 3 | Mr. Nguyễn Anh Tuấn | 40,719,816 |
| 4 | Ms. Đào Thúy Hà | 40,514,284 |
| 5 | Mr. Chung Ji Kwang | 36,452,201 |
| 6 | Mr. Lee Tae Yon | 36,452,194 |
| 7 | Mr. Lại Trần Đông | 34,519,879 |

2. The list of elected members to the Board of Supervisors for the term of 2021-2025

| No. | Name | Voted shares |
|-----|----------------------------|--------------|
| 1 | Mr. Kwon Ki Bum | 52,981,253 |
| 2 | Ms. Nguyen Thanh Hoa | 37,552,001 |
| 3 | Ms. Nguyen Thi Luong Thanh | 28,197,576 |

VII. VOTING

At 12:15 AM, according to the report of the Shareholder Verification Committee, the number of shareholders and representatives of shareholders attending the meeting is 71 persons, representing 40,162,974 shares, corresponding to 96.89% of the voting shares of the Company.

The voting results are as followed:

1. Approval of the 2020 Reports of the Board of Directors, the Board of Supervisors

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

2. Approval of the audited consolidated financial statements in 2020

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

3. Approval of the plan of distribution of profit after tax in 2020 and the remuneration to the Board of Directors and the Board of Supervisors in 2020

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

4. Approval of the Operational directions of the Company in 2021 and the Development orientation of the Company in the period of 2021-2025

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

5. Approval of the expected plan of distribution of profit after tax in 2021 and the remuneration to the Board of Directors and the Board of Supervisors in 2021

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |

| | | | | | |
|------------|------|--------|----|--------|----|
| shares | | shares | | shares | |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

6. Approval of the authorization of the Board of Directors to select an audit firm for the financial year 2021

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

7. Approval of the authorization of the Board of Directors to review and approve the contracts with Traphaco High-Tech Company and Traphaco Hung Yen Company

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

8. Approval of the amendment and supplementation of the Company's Charter according to the Enterprise Law 2020, Securities Law 2019

| Approve | | Disapprove | | Other opinion | |
|------------------|-----------|------------------|-----------|------------------|-----------|
| Number of shares | Ratio (%) | Number of shares | Ratio (%) | Number of shares | Ratio (%) |
| 40,162,974 | 100% | 0 | 0% | 0 | 0% |

VIII. APPROVE THE MINUTES AND THE RESOLUTIONS OF THE AGM

Mr. **Pham Thai Son** - Head of the Secretariat read the Minutes of the General Meeting of Shareholders and the draft Resolutions of the 2021 AGM.

The AGM votes and approves the full text of the Minutes and the Resolutions of the 2021 AGM with the approval rate of 100% total votes of shareholders attending the AGM.

This Minutes is noted at 12:30 PM, March 31st, 2021.

The GMS ended 12:30 PM the same day./.

B/O. GENERAL ASSEMBLY OF SHAREHOLDERS

Secretariat

CHAIR OF THE AGM

(signed)

MSc. Vu Thi Thuan

MSc. Pham Thai Son

(signed)

MSc. Pham Hoang Anh