

No: 09/2019/BB-ĐHĐCĐ

Hanoi, March 28th, 2019

MINUTES
2019 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 22nd amendment made on 01/8/2017.
Duration: 8:00 AM - 10:30 PM, Mar 28, 2019
Venue: Great Hall, Hoang Liet Plant, Traphaco JSC - Hoang Liet, Hoang Mai, Hanoi.
Chair of the AGM: Md. **Vũ Thị Thuận** – Chairwoman of the Board of Directors,
Secretariat: Mr. **Phạm Thái Sơn**
 Mr. **Phạm Hoàng Anh**
Representative of The audit firm Mr. **Trịnh Xuân Hòa**

I. OPENING**1. Opening**

On behalf of the Organizing Committee, Mrs. **Nguyễn Thị Vinh Huê** guides the AGM the following procedures:

- Announce the reason for the organization of the 2019 AGM;
- Introduce delegates: Representatives of the audit firm, journalists, Company's leadership, shareholders.
- **Introduce the Agenda of 2019 AGM.**

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

- **Approve the working regulation at the 2019 AGM**

Mrs. **Nguyễn Thị Vinh Huê** - Representative of the Organizing Committee - reads the Working Regulation at the 2019 AGM of Traphaco JSC.

GAS agreed 100% the working regulation of the AGM.

2. Report on the result of shareholders' status verification

At 8:45AM, Ms. **Trịnh Thị Thắm** - Head of the Committee of Shareholder's status verification - Representative of the Organizing Committee of the 2019 AGM of the Company announces the Result of status verification of shareholders and representatives of shareholders as follows:

No	Shareholders attending the meeting	Number	Number of shares	Percentage of voting shares
1.	Total number of voting shares according	1,385	41,450,540	100%

	to the list of shareholders on February 14th, 2019			
2.	Number of shareholders and representatives of shareholders attending the meeting	180	36,546,761	88.16%

According to the Law on Enterprises and the Charter of the Company, the Annual General Meeting of Shareholders in 2019 of Traphaco Joint Stock Company dated 28/3/2019 has 180 shareholders and representatives, equivalent to 88.16% of total voting rights. The AGM is legal and valid.

Introduce and invite the Presidium, Chairperson to work.

Presidium:

- Md. **Vũ Thị Thuận** - Chairwoman, Chair of the General Meeting
- Mr. **Nguyễn Anh Tuấn** - Vice Chairman of the Board
- Mrs. **Trần Túc Mã** - Board member, CEO

Introduce members of the Secretariat.

Md. **Vũ Thị Thuận** - Chairwoman of the Board of Directors, introduces:
Secretariat:

- (1) Mr. **Phạm Thái Sơn** - Person in charge of corporate governance - Head of Secretariat,
- (2) Mr. **Phạm Hoàng Anh** – Assitant to CEO – Member.

GAS unanimously passed 100%.

II. CONTENT

1. Md. **Vũ Thị Thuận – Chairwoman of the Board** presented to the General Assembly of Shareholders:
 - 1.1 BoD's Report on the results of business operations in 2018 and the direction and tasks of business operations in 2019;
 - 1.2 Report on BoD activities in 2018;
(Statement 01/2019/TTHĐQT-ĐHĐCĐ)
2. Mr. **Nguyễn Anh Tuấn – Vice Chairman** presented to the General Assembly of Shareholders: "Audited Consolidated financial statements in 2018" (Statement 02/2019/TTHĐQT-ĐHĐCĐ)
3. Mr. **Trần Túc Mã - Member of the Board cum CEO** presented before the General Assembly of Shareholders:
 - 3.1 Profit distribution, dividend payment in 2018;
 - 3.2 The remuneration payment plan for the Board of Directors and the Board of Supervisors in 2018;
 - 3.3 The estimated plan for distribution of after-tax profit in 2019;
 - 3.4 The estimated remuneration payment plan for the Board of Directors and the Board of Supervisors in 2019;
(Statement 03/2019/TTHĐQT-ĐHĐCĐ)
 - 3.5 Contracts with Traphaco CNC JSC. & Traphaco Hung Yen Co., Ltd.;
(Statement 04/2019/TTHĐQT-ĐHĐCĐ)

4. **Mr. Dương Đức Hùng – Head of Board of Supervisors** presented to the General Assembly of Shareholders:
- 4.1 The Board of Supervisors' 2018 Report;
(Statement 05/2019/TTHĐQT-ĐHĐCĐ)
- 4.2 Proposal to select the audit firm of 2019 financial statements;
(Statement 06/2019/TTHĐQT-ĐHĐCĐ)

III. DISCUSSION

Md. Vũ Thị Thuận – Chairwoman chaired the discussion session.

SCIC representative spoke about the macroeconomic situation, pharmaceutical industry prospects and the challenges faced by Traphaco.

MAGBI Fund representative spoke about the major shareholders' support for Traphaco's development in the coming time.

Questions by shareholders	Answer of the Presidium and related members
1/ Ask the Company to clarify the changes in OTC sales policy to attract more retail customers and is expected to open ETC selling booths in hospitals? What are the key products expected? Revenue structure?	1/ TRAPHACO has a strong brandname. The Company frankly acknowledged that the objective and subjective reasons why the Company did not reach the 2018 plan. The Company will focus on 5 major orientations in 2019 as stated in the Report submitted to the General Assembly of Shareholders. ETC market is an important strategic direction of Traphaco. The Company has set up a Hospital Sales Division, aiming to sell into 700 hospital customers in 2019.
2/ Ask the Company to clarify the roadmap for raising capital and the dividend policy.	2/ The Company continues to pay dividend as the ratio of 30% for 2018, 2019. The AGM for the term of 2016-2020 clearly stated Traphaco's capital raising schedule. Accordingly, in 2020, the Company will continue to increase capital according to the roadmap.

IV. VOTING

At 10h15am, the number of shareholders and representatives of shareholders attending the meeting is 196, representing 37.123.025 shares, corresponding to 89.55% of the voting shares of the Company.

The results are as followed:

1. Approval of the Reports of the year 2018 by Board of Directors, Board of Supervisors, the audited consolidated financial statements

Approve		Disapprove		Other opinion	
Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
36,871,025	99.32%	252,000	0.68%	0	0%

2. Approval of the Directions and Tasks of production and business activities in 2019

Approve		Disapprove		Other opinion	
Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
36,871,025	99.32%	252,000	0.68%	0	0%

3. Approval of profit distribution plan and remuneration plan for the Board of Directors and the Board of Supervisors in 2018

Approve		Disapprove		Other opinion	
Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
37.123.025	100%	0	0%	0	0%

4. Approval of the estimated profit distribution plan and remuneration plan for the Board of Directors and the Board of Supervisors in 2019

Approve		Disapprove		Other opinion	
Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
37.123.025	100%	0	0%	0	0%

5. Approve the authorization of the Board of Directors to select the audit firm in 2019

Approve		Disapprove		Other opinion	
Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
36,871,025	99.32%	252,000	0.68%	0	0%

6. Approve 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 (%)
37.123.025	100%	0	0%	0	0%

V. APPROVE MINUTES AND RESOLUTIONS OF THE AGM

Mr. **Phạm Thái Sơn** - Head of the Secretariat read the Minutes of the General Meeting of Shareholders and the draft Resolutions of the 2019 AGM.

The AGM votes and unanimously approves the full text of Resolutions of the 2019 AGM with the approval rate of 99.32% total votes of shareholders attending the AGM.

This Minutes is noted at 10h30 AM, 28th March 2019.

The AGM ends 10h30 AM the same day.

B/O. GENERAL ASSEMBLY OF SHAREHOLDERS
CHAIR OF THE AGM **SECRETARIAT**
CHAIRWOMAN OF THE BOD

(signed)

MSc. Vũ Thị Thuận



MSc. Phạm Thái Sơn

(signed)

MSc. Phạm Hoàng Anh