

ANNUAL GENERAL MEETING OF
SHAREHOLDERS

No.: 01/2019/BB-DHDCCD-SVC

**THE MINUTES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

- Enterprise name: **SAIGON GENERAL SERVICE CORPORATION**
- Head office: 68 Nam Ky Khoi Nghia Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City
- Enterprise Registration Certificate No. 0301154821, the first registration on 15 December 2004; the 8th amendment on 26 January 2015.

Today, at 8:30 AM 29 March 2019, in Meeting Room No.2 on the first floor of Pullman Saigon Center at 148 Tran Hung Dao Boulevard, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City, Saigon General Service Corporation (hereafter referred to as “**SAVICO**”, “**the Company**”) held the 2019 Annual General Meeting of Shareholders (hereafter referred to as “**AGM**”, “**AGM 2019**”, “**Meeting**”).

I. ATTANDANCE:

- Shareholders follow the report of results of the status of Shareholders attending the Meeting.
- Board of Directors: 6/8 members (02 members are absent due to work)
- Board of Supervisory: 4/4 members
- Board of Management: 4/4 members
- Representative of KPMG Auditing Company
- Representative of the State Securities Commission
- Representatives of some media agencies.

II. MEETING CEREMONY:

1. Report on the Legal Validity of AGM 2019:

Mrs. Dao Thi Kim Cuc representative of Shareholders’ Verification Committee reported the legal validity of AGM 2019.

- The total number of shareholders invited to the Meeting were **1,217** persons, representing **24,975,507** outstanding shares, accounting for **100%** of the total voting shares.
- Shareholders and proxies (hereafter referred to as “**shareholders**”) attending at the beginning of AGM were **63** persons, representing **19,632,671** outstanding shares, accounting for **78,61%** of the total voting shares.

Pursuant to Law on Enterprises 2014, Article 141, Section 1, and the Charter of the Company, Article 17, Section 1, the Meeting was legal and valid.

2. Introduction and Approval for AGM Rules:

Representative of AGM organizers presented AGM Rules, and its were **100%** approved by the Meeting.

- Not approved: **0** votes, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **60** votes, accounting for **0%** of the total voting shares attending the AGM.
- Mr. Nguyen Binh Minh, on behalf of the Chair, presented the proposal to supplement the content of the AGM Agenda held by the group of Shareholders account for 12,30% of the charter capital with the following contents:

2.7. Increase the number of the member of BODs term III (2015-2020) from 8 members to 10 members.

The Meeting voted with the vote counting results as follows:

The total voting shares were **73** voting ballots, in which the valid voting ballots were **73** equivalent to **21,624,527** votes and invalid voting ballot were **0** equivalent to **0** votes.

- Approved: **9,841,600** votes, accounting for 45,51% of the total voting shares attending the AGM.
- Not approved: **11,402,761** votes, accounting for 52,73% of the total voting shares attending the AGM.
- Abstain: 380,166 votes, accounting for 1,76% of the total voting shares attending the AGM

Pursuant to Article 19 of the Charter of the Company, the proposal to supplement the content of the AGM Agenda held by the group of Shareholders account for 12,30% of the charter capital is not eligible for approval for supplement the content of the AGM Agenda.

3. Reports and proposals:

Representatives of BODs, BOS, BOM presented reports and proposals as follows:

- 3.1. Report of the BODs in 2018;
- 3.2. Report on business performance in 2018 and Business Plan for 2019;
- 3.3. Report of the BOS in 2018;
- 3.4. The Financial Statements for the year 2018 (Audited);
- 3.5. Profit Distribution for the year 2018;
- 3.6. Authorizing the Board of Directors to decide on some business issues under the authority of the General Meeting of Shareholders;

(Please refer to the attached documents).

4. Discussion:

During the discussion at the AGM, the opinions of Shareholders were chaired by the Chairman, BODs, BOM answered in detail, focusing on the main issues following:

- ***Comments about the car brands with good potential in 2019 and the situation of remaining brands?***

Savico is distributing to many car brands, in which Toyota and Ford are the two brands with the majority of dealers and contribute greatly to the overall efficiency of Savico. Each brand has its own advantages and the mission of Savico system dealers is to make good use of opportunities to maximize the effectiveness of these unique advantages.

The effectiveness of each Savico brand investment will depend on the supply and demand of each brand each year. For brands with large volume, it is necessary to take advantage of this advantage to exploit the best service possible.

- ***How does the gross margin ratio between locally assembled and imported vehicles affect the revenue and profit plan of Savico in 2019?***

The manufacturer determines that the gross margin ratio of locally assembled and imported vehicles is the same; in some cases the gross margin of imported vehicles may be lower than that of locally assembled vehicles. However, in the event that the supply of imported vehicles is scarce, the dealer will have a better chance of keeping gross margin, for locally assembled vehicles when the supply is large and the competition is high, the dealer must reduce the price so that the gross margin will be affected.

In 2019, the dealers must be faced a large volume of locally assembled and imported vehicles supply, so gross margin could not be kept as in 2018 due to selling pressure and inventory release. Therefore, affecting the revenue and profit plan for 2019 will decrease compared to the performance in 2018.

- ***Share information about the distribution of VEAM brand?***

VEAM is a brand manufactured by Vietnam Industrial Motors Corporation on the basis of purchasing components and accessories of Hyundai and Kia brands. After, Hyundai chose Thanh Cong and Kia to choose Truong Hai as a distributor that affected VEAM's volume so it was not guaranteed to supply dealers. Therefore, Savico has decided to stop the distribution of VEAM brand and look for opportunities to distribute other brands.

- ***In the brands that are distributing, what brands are being promoted for discounts and what is expected in the year?***

The automobile market in late 2018 and in January 2019 was very positive but since February 2019 has changed very quickly, many companies have launched promotions to support customers such as Toyota, Mitsubishi and Honda... In March, Toyota Motor Vietnam provided twice the market volume of January and February, resulting in a huge market supply and Toyota dealers are facing many difficulties.

- ***In the new brands include developing Hyundai commercial vehicles and Honda, will the upcoming long-term plan develop any new brands?***

Currently, Savico has only one Honda Auto dealer and is trying to expand it further. But it is difficult because Honda has a policy of facilitating the development of dealers for individuals who are trading in Honda brand motorcycles, which are owners with specific rights to make decisions faster than organizations.

For Hyundai commercial vehicles, Savico will have two new dealers in 2019. With the increasing demand for economic development, Savico has the potential to invest in developing commercial vehicles. Besides, Savico is still looking for opportunities to develop other brands and when it has result, Savico will inform shareholders.

- ***GM 2018 was resold to Vinfast, and Vinfast expects to sell official cars in the Quarter 3 of 2019. At present, what is the cooperation between Savico and Vinfast?***

Savico has two member companies acting as dealers for GM brand and currently cooperates well with GM Vinfast to implement the distribution plan and hope to have more investment opportunities in the future.

- ***The reason why other shareholders have concerns for foreign shareholders and deny the support of foreign shareholders through the election of additional members of the BODs?***

Savico BODs and BOM determined that there are no concerns about the participation of the member BODs of foreign shareholders. The BODs also assigned Mr. Mai Viet Ha to contact directly with each shareholder to discuss these contents but the shareholders could not arrange. So, Savico BODs sent a letter to the shareholders proposing to explain clearly the reasons why not yet elected the additional members of the BODs at this time.

- *The Company's plan to protect the rights of minority shareholders in the near future when the minority shareholders' proportion accounts for only about 40% of the voting rate?*

The BODs welcomes the participation of minority shareholders in the BODs. In 2015, when electing the BODs for the third term (2015-2020), Savico invited minority shareholders to nominate and the 2015 AGM elected Mr. Nguyen Duc Trong to join Savico BODs as independent BODs member.

In 2018, at the proposal of the Foreign Shareholder Group, the 2018 AGM elected additionally Mr. Lars Johan Gerard De Geer joined Savico BODs as an independent BODs member. The Savico BODs and BOM has greatly welcomed and supported Mr. Johan in his role.

The BODs for the third term (2015-2020) has only one year left to end, so the election of additional members of the BODs should be implemented at the 2020 AGM and the Shareholders will have more time to prepare, select the most suitable candidates for the development of the Company.

5. Voting results:

Mrs. Dao Thi Kim Cuc reported the attendance of shareholders at the time of voting. There were **75** persons, representing **21,625,337** outstanding shares, accounting for **86,59%** of the total voting shares.

The Meeting voted on the issues presented by the voting method with the following voting results:

The total voting ballots were **75**, in which the valid voting ballot were **75** equivalent to **21,625,337** votes and invalid voting ballot were **0** equivalent to **0** vote.

5.1 Approval for Report of the BODs in 2018.

Results of voting:

- Approved: **21,624,457** votes, accounting for **100%** of the total voting shares attending the AGM.
- Not approved: **0** vote, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **880** votes, accounting for **0%** of the total voting shares attending the AGM.

5.2 Approval for Report on business performance in 2018 and Business Plan for 2019.

Results of voting:

- Approved: **21,418,537** votes, accounting for **99,04%** of the total voting shares attending the AGM.
- Not approved: **0** vote, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **206,800** votes, accounting for **0,96%** of the total voting shares attending the AGM.

5.3 Approval for Report of the BOS in 2018.

Results of voting:

- Approved: **21,624,457** votes, accounting for **100%** of the total voting shares attending the AGM.
- Not approved: **0** vote, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **880** votes, accounting for **0%** of the total voting shares attending the AGM.

5.4 Approval for the Financial Statements for the year 2018 (Audited).

Results of voting:

- Approved: **21,624,457** votes, accounting for **100%** of the total voting shares attending the AGM.
- Not approved: **0** vote, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **880** votes, accounting for **0%** of the total voting shares attending the AGM.

5.5 Approval for Profit Distribution for the year 2018.

Results of voting:

- Approved: **21,624,457** votes, accounting for **100%** of the total voting shares attending the AGM.
- Not approved: **0** vote, accounting for **0%** of the total voting shares attending the AGM.
- Abstain: **880** votes, accounting for **0%** of the total voting shares attending the AGM.

5.6 Approval for Authorizing the Board of Directors to decide on some business issues under the authority of the General Meeting of Shareholders.

Results of voting:

- Approved: **19,864,427** votes, accounting for **91,86%** of the total voting shares attending the AGM.
- Not approved: **495,780** votes, accounting for **2,29%** of the total voting shares attending the AGM.
- Abstain: **1,265,130** votes, accounting for **5,85%** of the total voting shares attending the AGM.

III. Close of the Meeting:

1. Approval for the draft of AGM Minutes:

Mrs. Le Thi Viet Ngoc on behalf of Secretariat presented the draft of AGM Minutes. 100% of voting shares attending the AGM approved the Minutes.

2. Ending:

Mr. Nguyen Binh Minh – the Chairman – delivered closing speech to end the AGM.

AGM 2019 of SAVICO ended at 11:45AM on the same day.

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

THE CHAIRMAN

(Signed)

Nguyen Binh Minh

Mai Viet Ha

Nguyen Cong Binh

THE SECRETARIAT

(Signed)

Le Thi Thanh Van

Le Thi Viet Ngoc