



TRANSIMEX CORPORATION

Head Office: 172 (9th-10th Fl.) Hai Ba Trung St., Dakao Ward, Dist. 1, HCMC, Vietnam

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Website: www.transimex.com.vn

Respectfully addressed to Shareholder

PROPOSAL

Subject: Bond issuance plan and common share issuance plan

Pursuant to:

- The Corporation's Current Charter;
- Resolution 07/NQHĐQT NK5-TMS.

Sincerely presents to the General Meeting of Shareholders to approve the 2019 bond issuance plan as follows:

Information about the Issuer:

Issuer name	: Transimex Corporation
Business registration certificate	: 0301874259 issued by the Department of Planning and Investment of HCMC City for the 1 st time on 03/12/1999, changed the 30 th , 21/01/2019
Address	: 172 (9 th -10 th Fl.) Hai Ba Trung St., Dakao Ward, Dist.1, HCMC, Vietnam

I. BOND ISSUANCE PLAN

1. **Use of proceeds:** The proceeds will be used to invest in facility expansion, finance working capital (Investment in warehouse facility in Vinh Loc Industrial Zone, Expansion of cold/chilled storage in TMS SHTP, Expansion of Thang Long Logistics Center) as well as restructure the operating capital of the Company.

2. Detail issuance plan:

Bond name	Transimex's 2019 Bond
Type of bond	Straight bond with collateral
Issuance method	Bond is issued via private placement through an offering agent
Subjects to be offered	Under 100 domestic and foreign investors who can be individuals or institutions with financial capability
Location of issuance	Domestic
Issuance currency	Vietnam Dong (VND)
Total par value of issuance	Maximum 300,000,000,000 VND
Number of Issuance phases	Estimated 01 phase
Form of bond	Book entry
Par value	1,000,000,000 VND
Number of bonds to be issued	Maximum 300 Bonds

Issuance price	100% par value
Bond maturity	03 years after the issuing date
Collateral	Shares of Vinafreight, Cholimex, Transimex; and Other legal assets of Transimex
Expected issuing date	In 2019
Coupon rate	According to market interest rates
Lockup period	Lockup period within less than 100 investors excluding professional securities investors within 1 year from the date of completion of the issuance in accordance with the law.
Plan to fund Bonds buyback and coupon payment	All the funding used in buying back the bonds and paying coupon will come from business activities and other legal sources.
Principal and coupon payment method	The principal amount of the Bonds will be paid one time at: (i) maturity date; or (ii) the date on which the Bonds fall due because of early redemption or other reasons; or (iii) the date on which the Bonds are bought back in accordance to the "Term and Conditions" The coupon is paid periodically in accordance to the "Term and Conditions"
Other commitments	As stated in the "Terms and Conditions"

3. Authorize the General Director to execute the followings:

- Negotiate and make decision on the detail Terms and Conditions of the Bond (size, coupon, tenor, and other terms) based on the market condition and the company's situation at the issuing time.
- Select arranger (advisor) and security agent.
- Make decision on the content and sign or appoint authorized person to sign all the documents related to the bond issuance, including but not limiting to Mandate Agreement, Agency Agreement, Information Disclosure; Guarantee Agreement, Bond Subscription Agreement; Registrar, Paying and Transfer Agency Agreement; Bondholder Agency Agreement and other commitments to Investors (if any) and all other replacement versions of these documents.
- Execute other related tasks in order to complete the bond issuance according the laws and regulations.

II. THE PLAN OF PRIVATE PLACEMENT OF SHARES

1. Purpose: Capital mobilization for debt structure (payment of Transimex Corporation's 2019 bond principal when it comes maturity) and additional business capital

2. The private placement plan:

Name of offering share	Share of Transimex Corporation
Share name	Common shares
Par value	10,000 VND



Number of offering shares	Maximum 10% of the total outstanding shares after issuing, equivalent to 11.11% of the total estimated outstanding shares at the end of 2019. The estimated shares are 7.066.000
Offering method	Private placement
Target investors	Domestic investors and/or foreign investors (less than 100 investors excluding professional securities investors)
Offering price	Not less than 1.3 times the book value of shares on the latest quarterly consolidated financial statements at the time of issuance
Total expected amount are mobilized from the issuance	260,000,000,000 VND
Lockup period	The private placement of shares are restricted transfer within one (01) year from the completing date of the offering
Plan of using the capital from the private placement of shares	Authorising the Board to decide the details plan of using the issuance purpose that is stated above.
Time of implementation	In 2019 and 2020
Depositing and additional listing private placement of shares	All additionally issued shares will be additionally registered at Vietnam Securities Depository (VSD) and additionally listed on the Ho Chi Minh Stock Exchange (HOSE) after completing the issuance.



3. Authorize the Chairman to:

- Building the issuance plan and the plan of using capital as the approved detailed contents by AGM.
- Selecting the offering time
- Selecting the reasonable investors that adapt with all defined criteria.
- Negotiating conditions of price and other binding conditions to ensure the increased issuance of capital is successful and bring the highest benefits to shareholders and the Company.
- Deciding and implementing the related tasks and procedures to implement the issuance.
- Amending and supplementing the regulation on organization and operation of Transimex Corporation according to the scale of new charter capital after making private placement of shares.
- Performing additional depository registration at VSD, additional listing at HOSE for the number private placement of shares.
- Implementing procedures to change the Business Registration Certificate with the Department of Planning and Investment of Ho Chi Minh City after completing the issuance

Board of Management sincerely presents to the General Meeting of Shareholders for approval.

**ON BEHALF OF THE BOM
CHAIRMAN**



Bui Tuan Ngoc