**VTD: Extraordinary General Mandate 2024**

On February 18, 2204, Vietourist Holdings Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD-VTD as follows:

Article 1: Approve the Proposal on the plan to purchase Iris Can Tho Hotel

Article 2: Approve the Proposal on the cancellation of the plan to offer additional shares to outstanding shareholders in 2023

1. Plan to offer shares to outstanding shareholders in 2023.

According to General Mandate No. 01/2023/NQ-DHDCD-VTD of Vietourist Holdings Joint Stock Company approved on March 15, 2023, the General Meeting approves the plan to offer shares to outstanding shareholders in 2023, specifically as follows:

1. Plan to offer shares

|  |  |  |
| --- | --- | --- |
| 1 | Issuer: | Vietourist Holdings Joint Stock Company |
| 2 | Share name: | Shares of Vietourist Holdings Joint Stock Company |
| 3 | Securities code: | VTD |
| 4 | Share type: | Common share |
| 5 | Share par value: | VND 10,000/share |
| 6 | Number of issued shares:In which:- Number of outstanding shares- Number of treasury shares | 12,000,000 shares12,000,000 shares0 shares |
| 7 | Number of shares expected to be offered: | 12,000,000 shares |
| 8 | Total offering value at par value: | VND 120,000,000,000 |
| 9 | Offering price: | VND 10,000/share |
| 10 | Total expected value of mobilized capital: | VND 120,000,000,000 |

1. Offering purpose

Vietourist Holdings Joint Stock Company implements the offering to outstanding shareholders to supplement capital to redeem the entire contributed capital of Mr. Doan Xuan Tien at Doan Gia QB Investment Limited Liability Company.

1. Approve the cancellation of the plan to offer shares to outstanding shareholders in 2023

After working with regulatory agencies, as well as re-evaluating the Company's capital use plan and business plan, the Board of Directors submits to the Company's General Meeting to approve the cancellation of the plan to offer additional shares to outstanding shareholders in 2023.

In case the Company deems there is a necessary need for capital to serve production and business activities, the Company will continue to implement the capital increase plan. The implementation of capital increase plans will be submitted by the Board of Directors to the General Meeting for consideration and approval at the General Meetings of Shareholders.

Article 3: Approve the Proposal on reporting the implementation of asset investment and financial investment plans

1. The Board of Directors reports to the General Meeting on the implementation of the financial investment plan in 2023: Purchase the contributed capital of Mr. Doan Xuan Tien at Doan Gia QB Investment Limited Liability Company.
2. Information about the plan to purchase the contributed capital of Mr. Doan Xuan Tien at Doan Gia QB Investment Limited Liability Company approved by the General Meeting at the Annual General Meeting 2023 as follows:
* Introduction of Doan Gia QB Investment Limited Liability Company
* Business Registration Certificate with business code: 3101013152, issued by the Department of Planning and Investment of Quang Binh Province for the first time on January 20, 2016, changed for the 6th time on February 09, 2021.

Place of issue: Department of Planning and Investment of Quang Ninh Province

Charter capital: VND 80,000,000,000

Head office address: Ha Loi Residential Group, Phong Nha Town, Bo Trach District, Quang Binh Province

* Financial investment plan: Purchase 100% of Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company

Doan Gia QB Investment Limited Liability Company is the owner of the 3-star Doan Gia Resort project, with an area of 13,104 m2 (25 smart bungalows, 22 villas in Hoi An Ancient Town, 2 Asian restaurants, 2 European restaurants, 1 conference building, swimming pool, and resort campus system). Exploitation and management rights: 2 caves: O Ro and Hoan My. Position: Located in the forestry area managed by the Management Board of Phong Nha - Ke Bang National Park, including: O Ro Cave is located in sub-zone 253, part of the protective forest managed by the Management Board of Phong Nha - Ke Bang National Park, Tan Trach Commune, Bo Trach District, Quang Binh Province; Hoan My Cave is located in sub-zone 629, plot 8, strictly protected area of Phong Nha - Ke Bang National Park, Tan Trach Commune, under the management and protection area of Forest Ranger Station 37.)

* Total purchase value: VND 145,000,000,000 (expected)
1. Report on the implementation of the plan to purchase Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company.
* On September 15, 2022, the Company promulgates Resolution No. 11/2022/NQ-HDQT-VTD on approving the purchase of Doan Gia QB Investment Limited Liability Company
* On September 15, 2022, the Company signs Deposit Contract No. 01/HDCCNV-VTD on receiving the transfer of contributed capital of Mr. Doan Xuan Tien at Doan Gia QB Investment Limited Liability Company with basic information as follows:
* Transfer subject of the contract: Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company.
* Transfer price: VND 145,000,000,000
* Deposit amount: VND 10,000,000,000
* In Deposit Contract No. 01/HDCCNV-VTD, due to negligence, the parties give inaccurate information about the value of Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company. The Company would like to correct the value of Mr. Doan Xuan Tien's contributed capital as of September 15, 2022 as VND 80,000,000,000, accounting for 100% of the charter capital of Doan Gia QB Investment Limited Liability Company.
1. Approve the cancellation of the purchase of Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company.
* Based on the reassessment of the Company's capital use plan and production and business plan, it is considered that the current time is not appropriate for the Company to continue its plan to expand business activities by purchasing Doan Gia QB Investment Limited Liability Company.

The Board of Directors submits to the General Meeting to approve the cancellation of the plan to purchase 100% of Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company.

* Authorize the Chair of the Board of Directors to direct the implementation of procedures to recover the deposit amount to purchase Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company.
* Approve the use of the entire deposit amount to be recovered to supplement the Company's working capital.
1. The Board of Directors reports to the General Meeting on the implementation of the investment plan to purchase 5 boutique hotels at the project: Regal Legend Quang Binh International Tourism - Urban Area "Bao Ninh 1 Urban Area”
2. The investment plan to purchase 5 boutique hotels at the project: Regal Legend Quang Binh International Tourism - Urban Area "Bao Ninh 1 Urban Area" was approved by the Annual General Meeting 2023 as follows:
* Project name: Boutique Hotel - Regal Legend Quang Binh International Tourist Area
* Investor: Dat Xanh Mien Trung Joint Stock Company
* Position: Bao Ninh Commune, Dong Hoi City, Quang Binh Province
* Total investment value: VND 60,890,000,000
* Total usable area: 2,400 m2
* Investment amount: Capital from issuance to outstanding shareholders in 2022 + capital from issuance in 2023
* Estimated implementation time: In Q3 and Q4/2023.
* Purchase purpose: Invest in assets serving the tourism ecosystem

As of December 31, 2023, the Company makes a deposit of VND 10,849,060,000 to purchase the Boutique Hotel.

1. Approve adjusting the investment plan to purchase the Boutique Hotel at the project: Regal Legend Quang Binh International Tourism - Urban Area "Bao Ninh 1 Urban Area”

Based on business needs and assessment of market needs, the Board of Directors submits to the General Meeting on approving the plan to adjust the Boutique Hotel purchase plan as follows:

* Project name: Boutique Hotel - Regal Legend Quang Binh International Tourist Area
* Investor: Dat Xanh Mien Trung Joint Stock Company
* Position: Bao Ninh Commune, Dong Hoi City, Quang Binh Province
* Number of Boutique Hotel townhouses invested in: 3 shophouses
* Maximum total investment value: VND 45,000,000,000
* Total usable area: about 1,435 m2
* Investment amount: Borrowed capital and other capital sources of the Company
* Estimated transaction completion time: In the period 2024-2025
* Purchase purpose: Invest in assets serving the tourism ecosystem

Assign/authorize the Board of Directors with full authority to decide on all related contents, including contents not in this Proposal. Continue to implement and sign the contents of the contract on the basis of the provisions of law, the Company's regulations and ensuring the interests of shareholders.

Article 4: Approve the Proposal on capital use of share offering plan to outstanding shareholders approved at the General Meeting 2022

1. The purpose of using capital obtained from the offering in the share offering plan to outstanding shareholders is approved according to General Mandate No. 01/2022/NQ-DHDCD-VTD dated February 18, 2022 at the Annual General Meeting 2022:

The total expected proceeds from the offering to outstanding shareholders of the Company of VND 60,000,000,000 are used for the following main purposes:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Investment | Quantity | Amount (VND) |
| I | Invest in fleets of VieTrip |  |  |
| 1 | 47-seat Hyundai Universe Premium Coaches | 15 coaches | 45,946,666,670 |
| II | Prepay long-term debt |  |  |
| 1 | Long-term debt repayment of Military Commercial Joint Stock Bank - Saigon Branch according to Loan Contract No. 8545.21.120.2328031.TD signed on February 17, 2021. The loan under the contract is the purchase amount of land and building at the Company's Head Office at 154 Ly Chinh Thang, Vo Thi Sau Ward, District 3, Ho Chi Minh City.  | 01 loan contract | 14,053,333,330 |
| Total |  | 60,000,000,000 |

* Purchase 15 additional coaches to VieTrip's fleets to increase capacity and support services to serve customers traveling in key regions and exploit the Company's tourism products.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Coach type | Quantity | Unit price (expected) | Coach registration and inspection expenses (expected) | Total investment amount | Capital resource |
| 1 | 47-seat Hyundai Universe Premium Coach | 15 coaches | VND 3,395,000,000/coach | VND 79,000,000/coach | VND 52,110,000,000 | In which:* Proceeds from the offering to outstanding shareholders: VND 45,946,666,670
* Own capital/other sources from sponsors: VND 6,163,333,330
 |

* Pay off long-term debt and restructure bank debt, thereby improving financial capacity and reducing pressure on interest expenses for the Company to create the best resources for the Company to expand and develop after the Covid-19 pandemic ends.
1. Actual/progress of using capital issued from the share offering to outstanding shareholders in 2022 is reported to the General Meeting in General Mandate No. 01/2023/NQ-DHDCD-VTD dated March 15, 2023

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Investment | Approved amount | Actual amount used | Remaining amount |
| 1 | Fleets of VieTrip | 45,946,666,670 | 39,150,940,000 | 6,795,726,670 |
| 2 | Long-term debt repayment | 14,053,333,330 | 0 | 14,053,333,330 |
| Total | 60,000,000,000 | 39,150,940,000 | 20,849,060,000 |

1. Plan to adjust the purpose of capital use according to the unused amount from the issuance to increase capital according to General Mandate No. 01/2022/NQ-DHDCD-VTD dated February 18, 2022:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Investment | Approved amount | Remaining unused amount | Plan to use adjusted capital obtained from the issuance to increase capital in 2022 |
| 1 | Fleets of VieTrip | 45,946,666,670 | 6,795,726,670 | 0 |
| 2 | Long-term debt repayment | 14,053,333,330 | 14,053,333,330 | 0 |
| 3 | Deposit to purchase Mr. Dao Xuan Tien's capital contribution at Doan Gia QB Investment Limited Liability Company | 0 | 0 | 10,000,000,000 |
| 4 | Deposit to purchase 5 Boutique Hotel townhouses at the project: Regal Legend Quang Binh International Tourism - Urban Area "Bao Ninh 1 Urban Area” Investor: Dat Xanh Mien Trung Joint Stock Company | 0 | 0 | 10,849,060,000 |
| Total | 60,000,000,000 | 20,849,060,000 | 20,849,060,000 |

* Reasons for adjusting capital use purpose:
* Adjust loan repayment from Military Commercial Joint Stock Bank due to the prepayment penalty being VND 5 billion;
* Adjust to not use all the coaches because the tourism market is not fully recovered, and only few foreign visitors come to Vietnam.
1. Report on capital use of the issuance to increase capital in 2022 after adjustment

As of December 31, 2023, the Company completes the deposit of VND 10 billion to purchase Mr. Doan Xuan Tien's contributed capital at Doan Gia QB Investment Limited Liability Company and the deposit of VND 10.85 billion to purchase Boutique Hotel townhouses at the Regal Legend Quang Binh International Tourism - Urban Area project "Bao Ninh 1 Urban Area". The remaining unused amount of the share issuance to increase capital to outstanding shareholders in 2022 is VND 0, specifically as follows:

Unit: VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Investment | Approved amount | Plan to use adjusted capital obtained from the issuance to increase capital in 2022 | Actual amount used | Remaining unused amount |
| 1 | Fleets of VieTrip | 45,946,666,670 | 39,150,940,000 | 39,150,940,000 | 0 |
| 3 | Deposit to purchase Mr. Dao Xuan Tien's capital contribution at Doan Gia QB Investment Limited Liability Company (\*) | 0 | 10,000,000,000 | 10,000,000,000 | 0 |
| 4 | Deposit to purchase 5 Boutique Hotel townhouses at the project: Regal Legend Quang Binh International Tourism - Urban Area "Bao Ninh 1 Urban Area” Investor: Dat Xanh Mien Trung Joint Stock Company | 0 | 10,849,060,000 | 10,849,060,000 | 0 |
| Total | 60,000,000,000 | 20,849,060,000 | 20,849,060,000 | 0 |

(\*) In case Proposal No. 03/2024/TT-DHDCD-VTD dated February 15, 2024 on the Report on the implementation of asset investment and financial investment plans is approved (in which, approve canceling the purchase of Mr. Doan Xuan Tien’s contributed capital at Doan Gia QB Investment Limited Liability Company), the amount that the Company deposits to purchase Mr. Doan Xuan Tien's contributed capital will be recovered and supplemented to the Company's working capital.

Article 5: Approve the Proposal on approving the amended and supplemented Charter

Assign the Board of Directors and Managing Director to amend the charter and promulgate as per regulations.

Article 6: This General Mandate takes effect from the date of its signing.

Shareholders, the Board of Directors, Executive Board and relevant departments and individuals are responsible for organizing and implementing this General Mandate./.