**VTD: Annual General Mandate 2024**

On April 06, 2024, Vietourist Holdings Joint Stock Company announced General Mandate No. 02/2024/NQ-DHDCD-VTD as follows:

Article 1: Approve the Report on the operational results of the Board of Directors in 2023 and the operational plan for 2024.

Article 2: Approve the Report on activities of the Supervisory Board in 2023 and the operational plan for 2024.

Article 3: Approve the Report of the Board of Management of the Company on the production and business activities in 2023 and the operational plan for 2024.

1. Business results in 2023

*Unit: Million VND*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Target | Footnotes | 2022 | 2023 | Difference | Rate |
| 1 | 2 | 3 | 4 | 5=4-3 | 6=5/3 |
| 1, Net revenue | 1 | 173,477 | 167,776 | -5,701 | -3.29% |
| 2, Cost of goods sold | 2 | 141,983 | 144,816 | 2,833 | 2.00% |
| 3, Gross profit | 3 | 31,494 | 22,961 | -8,533 | -27.09% |
| 4, Revenue from financial activities | 4 | 1,015 | 12,961 | 11,946 | 1176.95% |
| 5, Financial expense | 5 | 2,984 | 5,835 | 2,851 | 95.54% |
| 6, Selling expenses | 6 | 1,769 | 10,638 | 8,869 | 501.36% |
| 7, General and administrative expenses | 7 | 13,491 | 14,697 | 1,206 | 8.94% |
| 8, Other incomes | 8 | 9 | 440 | 431 | 4788.89% |
| 9, Profit before tax | 9 | 12,130 | 1,158 | -10,972 | -90.45% |

1. Business plan for 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Results in 2023 | Plan in 2024 | |
| Value | %/2023 |
| 1 | Net revenue | VND | 167,776,464,010 | 400,000,000,000 | 238.41% |
| 2 | Profit before tax | VND | 1,158,030,719 | 19,000,000,000 | 1640.72% |
| 3 | Profit after tax | VND | 670,705,626 | 15,200,000,000 | 2266.27% |
| 4 | Dividend | % | - | 5% | - |

Article 4: Approve the Proposal on approving the Audited Financial Statements 2023.

Article 5: Approve the Proposal on the plan for profit distribution and dividend payment in 2023 and the dividend payment plan for 2024.

1. Plan for profit distribution and dividend payment in 2023

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount |
| 1 | Undistributed profit after tax | 21,386,883,862 |
| 1.1 | Profit before tax in 2023 | 1,529,934,926 |
| 1.2 | Corporate income tax expense in 2023 | 476,975,115 |
| 1.3 | Profit after tax in 2023 | 1,052,959,811 |
| 1.4 | Undistributed profit after tax as of December 31, 2022 | 20,333,924,051 |
| 2 | Total distributed profit (\*) | 6,000,000,000 |
| 2.1 | Appropriation for funds | - |
| 2.1.1 | Appropriation for bonus and welfare fund | - |
| 2.1.1 | Appropriation for investment and development fund | - |
| 2.2 | Dividend payment in cash at the rate of 5%/charter capital | 6,000,000,000 |
| 2.2.1 | In which: Dividend payment in cash at the rate of 5% | 6,000,000,000 |
| 3 | Accumulated undistributed profit after tax (4=1-2-3) | 15,386,883,862 |

1. Dividend payment plan for 2024

The Board of Directors will consult the General Meeting of Shareholders on the profit distribution in 2024 at the Annual General Meeting of Shareholders 2025 based on the actual business situation.

Based on the actual business situation in early 2024, after evaluating the Company's financial situation and balancing the budget, the Company is expected to pay dividends in cash in 2024 at the rate of 5% of the charter capital.

Article 6: Approve the Proposal on selecting an audit company for the Financial Statements 2024.

Article 7: Approve the Proposal on the Report on implementing the investment in assets and financial investment plan.

Article 8: Approve the Proposal on approving the transactions with the PDMR and the affiliated persons.

Article 9: Approve the Proposal on changing of the Company's head office address

Article 10: Approve the Proposal on adjusting and supplementing the Charter.

Article 11: Approve the Proposal on remuneration, salary, bonus, and other interests for the Board of Directors, the Board of Management, and the Supervisory Board in 2023 and the plan for 2024.

Article 12: Approve the Proposal on the Report on changing the plan to use the capital from the increase in charter capital from VND 60 billion to VND 120 billion and approve the Report on using capital for the share issuance to increase the charter capital from VND 60 billion to VND 120 billion.

1. Report on changing the plan to use the capital from the increase in charter capital from VND 60 billion to VND 120 billion:

The changes in the plan to use the capital from the public offering to existing shareholders to increase the Company’s charter capital from VND 60 billion to VND 120 billion had been submitted to the Annual General Meeting of Shareholders 2023 for approval as per General Mandate No. 01/2023/NQ-DHDCD-VTD dated March 15, 2023. The Board of Directors would like to summarize the report on the adjusted capital use plan which has been approved as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Investment | Original plan approved at the Annual General Meeting of Shareholders 2022 | Adjusted capital use plan approved at the Annual General Meeting of Shareholders 2023 | Actual amount used |
| 1 | VieTrip fleets | 45,946,666,670 | 39,150,940,000 | 39,150,940,000 |
| 2 | Long-term payables | 14,053,333,330 | 0 | 0 |
| 3 | Deposit to buy the contributed capital of Mr. Doan Xuan Tien at Doan Gia QB Investment Limited Liability Company | 0 | 10,000,000,000 | 10,000,000,000 |
| 4 | Advance booking to buy 5 boutique hotels of the Project: International Urban - Tourist Area Regal Legend Quang Binh "Bao Ninh 1 Urban Area"  Investor: Dat Xanh Mien Trung JSC | 0 | 10,849,060,000 | 10,849,060,000 |
| Total | | 60,000,000,000 | 60,000,000,000 | 60,000,000,000 |

By the end of the financial year 2023, all the proceeds from the public share issuance to existing shareholders to increase the charter capital from VND 60 billion to VND 120 billion had been used up by the Company for the exact purposes.

1. Approve the Report on using capital for the share issuance to increase the charter capital from VND 60 billion to VND 120 billion

The Board of Directors respectfully reports to the General Meeting of Shareholders to approve the Report on using capital for the share issuance to increase charter capital from VND 60 billion to VND 120 billion, audited by A&C Auditing and Consulting Co., Ltd., Can Tho Branch

Article 13: Approve the Proposal on the plan to invest in the VieTrip coach fleet: Buy 32 47-seater coaches of Hyundai.

Article 14: Approve the plan on increasing the charter capital in 2024; Approve the selection of a securities company to consult on the share issuance to increase the charter capital in 2024.

Article 15: Approve the plan for public offering to existing shareholders.

1. Plan on public offering to existing shareholders
2. Name of issuer: Vietourist Holdings Joint Stock Company
3. Name of the share: Shares of Vietourist Holdings Joint Stock Company
4. Securities code: VTD
5. Type of the share: Common share
6. Par value: VND 10,000/share
7. Number of issued shares: 12,000,000 shares
8. Number of treasury shares: 0 shares
9. Number of outstanding shares: 12,000,000 shares
10. Offering method: Public offering to existing shareholders by the method of exercising the rights to buy
11. Maximum number of shares expected to be offered: 12,000,000 shares
12. Total expected offering value at par value: VND 120,000,000,000
13. Subjects of the offering: The existing shareholders whose names are in the list of shareholders recorded by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date to exercise the rights to buy shares offered to the existing of shareholders.
14. Offering price: VND 10,000/share
15. Rights exercise rate: 01:01 (On the record date for the list of shareholders to exercise their rights, shareholders owning 01 share will receive 01 purchase rights, and can buy 01 new share for every right they own).

For example: On the record date for the list of shareholders to exercise their rights to buy additional offered shares, shareholder Nguyen Van A owns 1,000 shares. The number of new additional offered shares that shareholder A can buy is equivalent to (1,000:1) x 1 = 1,000 shares.

1. Offering purposes: Mobilize capital for additional investment in VieTrip fleet to increase the capacity to transport tourists, in accordance with the plan to expand the domestic tourism market segment, as well as meet the needs of serving the expected foreign tourists during the business recovery period of 2024-2026.
2. Plan to ensure that the share issuance meets the foreign ownership rate: The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure that the share offering meets the regulations on foreign ownership rate.
3. Expected time for the offering: The expected time is in 2024 and 2025 after having been issued the public offering Registration Certificate by the State Securities Commission.
4. Register for depository and register for additional transactions: The General Meeting of Shareholders commits to registering for additional transactions and depository for all the successfully issued shares after the end of the offering as per the current regulations.
5. Plan on handling the remaining undistributed shares to existing shareholders:

* As the rights exercise rate is 01:01, there will be no arising fractional shares as the shareholders exercise their rights.
* The remaining undistributed shares are the remaining shares due to existing shareholders refusing to buy part or all of the offering. All of the undistributed shares above are authorized by the General Meeting of Shareholders to the Board of Directors to offer to other investors with offering conditions no more favorable than the offering conditions to existing shareholders (including an offering price not lower than the selling price to existing shareholders).
* The General Meeting of Shareholders approves the criteria for selecting other investors to offer the remaining undistributed shares and authorizes the Board of Directors to search and select these investors, specifically as follows: Criteria for selecting Investors to offer undistributed shares: Domestic and foreign organizations and individuals with interest, desire and sufficient financial capacity to invest in shares of VTD;
* Investors with the ability to contribute to the development of the Company;
* Investors with no business activities that affect the Company's interests.
* The remaining undistributed shares to existing shareholders when offered to other investors according to the decision of the Board of Directors will be subjected to a transfer restriction of 01 year from the end date of the offering.
* The handling of the remaining undistributed shares to existing shareholders is in accordance with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, ensuring other conditions according to the provisions of Clause 2, Article 195 of the Law on Enterprise and other relevant provisions of current law.

In case of expiration of the time limit for share insurance as prescribed by law (including extensions (if any)), the undistributed shares (if any) will be removed and the Board of Directors shall make a decision to end the issuance.

1. Transfer the rights to buy:

Shareholders have the right to transfer the rights to buy shares to another person, but can only transfer the rights to buy shares once within the prescribed time (the transferee of the rights to buy shares is not allowed to transfer these to a third person).

The rights to purchase shares can be divided and transferred to different investors as per agreement between the two parties.

1. Transfer restriction:

* All shares issued to existing shareholders according to the rights exercise rate will be freely transferable.
* The remaining undistributed shares to existing shareholders that are offered to other investors will be subject to a transfer restriction of within 01 years from the end date of the offering.

1. Plan on using the proceeds from the offering
2. Plan on using the expected proceeds from the offering

The total expected amount of proceeds from the offering is VND 120,000,000,000. This will be used to buy 32 coaches to supplement the VieTrip fleet by Vietourist Holdings Joint Stock Company as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Type of car | Quantity | Unit price included 10% of VAT (expected) | Registration fee and other expenses (expected) | Total amount of investment | Capital resource |
| 1 | 47-seater coach of Hyundai | 32 | VND 3,650,000,000/coach. | VND 179,000,000/coach. | VND 122,528,000,000 | Proceeds from the offering to existing shareholders: VND 120,000,000,000  Other sources of the Company:  VND 2,528,000,000 |

1. Plan for offsetting the loss of capital expected to be mobilized from the offering:

In case the shares are not fully distributed as expected and the amount of mobilized capital does not meet the expectation, VTD will rebalance the capital source or come up with a solution to suit the Company's reality and provisions of law. At the same time, the Board of Directors of the Company will proactively seek other sources of capital to offset the shortfall in mobilized capital such as bank loans and/or bond issuance and other sources (if any) according to the provisions of law.

1. Approve the transaction to buy coaches between the Company and the supplier.

In addition to the information presented in this Proposal, detailed information about the expected coaches purchase transaction between the Company and the supplier was also submitted by the Board of Directors to the General Meeting of Shareholders for approval in Proposal No. 15/2024/TT-DHDCD -VTD on April 5, 2024, on approving the investment plan for VieTrip coach fleet: Buy 32 47-seater coaches of Hyundai.

1. Minimum offering rate of success, methods to compensate the shortfall of capital mobilized from the offering

Minimum offering rate of success of the offering to the existing shareholders: Not regulated, as the Company mobilizes capital not to implement the project.

In case the shares are not fully distributed as expected and the amount of capital mobilized does not meet the expectation, the General Meeting of Shareholders authorizes the Board of Directors:

* Mobilize loans from banks, and financial institutions, bond issuance, mobilize idle money from customers, or seek other sources of additional funding to compensate.
* Balance and adjust the amount of money used for issuance purposes according to the actual proceeds.

Article 16: Approve the Proposal on the Employment Stock Ownership Plan “ESOP”

1. Issuance purpose: Keep the talents of the Company, aim for long-term commitment of key personnel in the Company.
2. Issuance plan:

* Name of the share: Shares of Vietourist Holdings Joint Stock Company
* Securities code: VTD
* Type of share: Common share
* Par value: VND 10,000/share
* Total number of issued shares: 12,000,000 shares
* Number of treasury shares: 0 shares
* Number of outstanding shares with voting rights: 12,000,000 shares.
* Maximum number of shares expected to be issued: 1,500,000 shares
* Total value of shares expected to be issued at par value: 15,000,000,000
* Issuance price: VND 10,000/share
* Principle to determine issuance price: Equal to par value
* Total expected mobilized capital: VND 15,000,000,000;
* Subjects of the issuance: Members of the Board of Directors, members of the Board of Management, key managers, and other employees. The General Meeting of Shareholders authorizes the Board of Directors to approve the Regulations on issuing shares to employees, the standards and list of employees eligible to participate in the "ESOP", and the principles for determining the number of shares distributed to each beneficiary mentioned above and implementation time.
* Transfer restriction: Within 01 year from the end date of the issuance.
* Handle the case of an employee quitting his/her job during the transfer restriction commitment period: The General Meeting of Shareholders decides not to recover the shares employees received in this issuance.
* Plan on using capital: All proceeds will be used to supplement the Company's working capital.
* The plan to handle the number of undistributed shares: The number of undistributed shares, as expected, will be authorized by the General Meeting of Shareholders to the Board of Directors to be offered to other employees so that the selling price is not lower than VND 10,000/share. In case the Board of Directors cannot find appropriate employees, the General Meeting of Shareholders authorizes the Board of Directors to decrease the number of shares to be offered following the number of realized distributed shares
* Implementation time: After completing the charter capital increase from VND 120 billion to VND 240 billion by public offering to existing shareholders, details are in Proposal No. 17/2024/TT-DHDCD-VTD dated April 05, 2024, and after being approved by the State Securities Commission.
* Commitment to putting shares into trading on the organized stock market: After completing the issuance, the General Meeting of Shareholders approves and authorizes the Board of Directors to carry out additional registration procedures with Vietnam Securities Depository and Clearing Corporation and additional registration for shares transactions on Upcom trading system.
* Approve the change of charter capital: Approve the change in the Charter Capital in Clause 1, Article 6 of the Company’s Charter and adjust the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after receiving the Official Dispatch from the State Securities Commission regarding receipt of the full Report on issuance results.
* Ensure the share issuance meets the Company's maximum foreign ownership rate regulations at the time of issuance.
* Sequence of the offering/issuance: The “ESOP” issuance will be implemented after completing the public offering to existing shareholders

Article 17: Approve the Proposal on determining the maximum foreign ownership rate.

Article 18: Approve the Proposal on dismissing and electing members of the Board of Directors and the Supervisory Board.

Article 19: Approve the election of the following members as members of the Board of Directors and the Supervisory Board of the Company for the term of 2021-2025:

* Mr./Ms.: Nguyen Dinh Hoa - member of the Board of Directors
* Mr./Ms.: Nguyen Huy Thinh - member of the Board of Directors
* Mr./Ms.: Bui Cong Thom - member of the Supervisory Board

Article 20: This General Mandate takes effect from the date of its signing.

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