**VSA: Annual General Mandate 2024**

On April 15, 2024, Vietnam Ocean Shipping Agency Corporation announced General Mandate No. 01/2024/NQ/DHDCD as follows:

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

‎‎Article 2. Approve the summary Report on the results of the term IV (2019-2024) and the orientation for the term V of the Board of Directors.

Results of the production and business activities:

Unit: Million VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Targets | 2019 | 2020 | 2021 | 2022 | 2023 |
| Revenue | 878,333 | 1,013,146 | 1,605,521 | 1,640,573 | 1,083,660 |
| Profit before tax | 42,194 | 42,254 | 48,020 | 53,059 | 54,005 |
| Payable to the state budget | 64,246 | 34,136 | 54,979 | 96,321 | 75,264 |
| Dividends (%) | 15 | 15 | 25 | 25 | 32 |
| Capital adequacy ratio | 0.63 | 0.61 | 0.47 | 0.54 | 5.59 |

‎‎Article 3. Approve the Report of the Supervisory Board on the results of supervising the production and business activities, the Board of Directors, and Managing Director in 2023.

‎‎Article 4. Approve the self-assessment Report on the implementation of tasks of the supervisors and the Supervisory Board in 2023, and operational orientation for 2024

‎‎Article 5. Approve Proposal No. 115/TTr-DHDCD dated April 12, 2024 on profit distribution in 2023; the plans on production and business, investment, and profit distribution for 2024.

1. Profit distribution plan in 2023 is as follows:

Unit Million VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | 2023 Plan | Distribution rate | 2023 Results | Distribution rate |
| 1 | Total revenue | 1,300,000 |  | 1,131,386 |  |
| 2 | Profit before tax | 54,000 |  | 54,006 |  |
| 3 | Profit after tax | 43,200 |  | 42,754 |  |
| 4 | Undistributed profit after tax |  |  | (13,786) |  |
| 5 | Distributed profit after tax |  |  | 28,968 |  |
| 6 | Appropriation for funds |  |  | 14,998 |  |
| 6.1 | Investment and Development fund |  |  | 8,690 | 30.0% |
| 6.2 | Bonus and Welfare fund |  |  | 5,841 | 20.1% |
| 6.3 | Bonus fund for the Board of Directors/ the Supervisory Board/ the Board of Management (\*) |  |  | 467 | 1.6% |
| 7 | Remaining profit after tax after the appropriation for funds |  |  | 13,969 |  |
| 8 | Remaining undistributed profit after tax of previous years |  |  | 31,140 |  |
| 9 | Dividend payment, in which: (\*\*) |  |  | 45,109 | 32.0% |
| 9.1 | Distribution from profit after tax in 2023 |  |  | 13,969 |  |
| 9.2 | Distribution from remaining profit of previous years |  |  | 31,140 |  |
| 10 | Remaining profit after tax |  |  | 13,786 |  |

(\*) the Company appropriated 1.5 months of realized average salary and remuneration of the managers to the bonus fund for the managers with the amount of VND 467 million. Regarding the amount which is equivalent to 0.5 months of realized average salary and remuneration of the managers, the payment will be carried out by the Company after the proposal on distributing the undistributed profit of VND 13.786 billion.

(\*\*) Dividends in 2023: 32% of the charter capital, paid in cash.

1. Plan on the production and business and profit distribution for 2024 are as follows:

Unit: Million VND

|  |  |  |
| --- | --- | --- |
| No. | Targets | 2024 Plan |
| 1 | Total revenue | 900,000 |
| 2 | Profit before tax | 22,000 |
| 3 | Profit after tax | 17,600 |
| 4 | Basic earnings per share (EPS) - (Unit: VND) | 1,249 |
| 5 | Distributed profit | 17,600 |

* Plans on profit distribution and appropriation for funds for 2024: Based on the production and business results in the Audited Financial Statements 2024.

1. Investment Plan in 2024 as follows:

Unit: Million VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of project | Item/ Scale | Total investment | Source of capital | Execution time | Note |
| A | Investment plan (I+II) |  | 50,803 |  |  |  |
| I | Capital construction investment project and equipment purchase transferred from 2023 |  | 32,772 |  |  |  |
| 1 | Capital construction investment project |  | 32,772 |  |  |  |
| 1.1 | Multi-functional warehouse 1B (e-commerce with the amount of VND 52.11 billion, divergence in 2024: VND 32.77 billion) | Invest in building new warehouse of  6,400 m2 at Cai Lan warehouse zone | 32,772 | Company’s capital (50%) +  Loan capital (50%) | 2023-2025 | VOSA Quang Ninh |
| II | New project in 2024 |  | 18,031 |  |  |  |
| 1 | Capital construction investment project |  | 500 |  |  |  |
| 1.1 | Project on upgrading the automatic fire suppression system for 2 CFS warehouses | Build the fire protection system for 2 CFS warehouses with total area of 2,834 m2 | 500 | The Company’s Capital | 2024 | Northfreight |
| 2 | Equipment purchase project |  | 15,411 |  |  |  |
| 2.1 | Buy 01 KIA Carnival 2.2D Signature car | 7-Seated car | 1,598 | The Company’s Capital | 2024 | VOSA Sai Gon |
| 2.2 | Invest in Laos-Viet transporting fleet project | 7 trailer trucks + remorques | 13,813 | Company’s capital (50%) +  Loan capital (50%) | 2024 | VOSA |
| 3 | Software purchase project |  | 620 |  |  |  |
| 3.1 | Purchase software for Logistics management | Software for Logistics management and financial accounting, tax reporting | 200 | The Company’s Capital | 2024 | Northfreight |
| 3.2 | Software for bay cargo management | The system includes virtual server, managing software, and terminal equipment | 420 | The Company’s Capital | 2024 | VOSA Quang Ninh |
| 4 | Capital investment project |  | 1,500 |  |  |  |
| 4.1 | Establish Vosa-Sinolines Joint Venture | Vosa-Sinolines Vietnam Joint Venture with the rate of holding charter capital: Sinolines 80% - Vosa 20% | 1,500 | The Company’s Capital | Expected in Q3 | Expected charter capital of USD 300,000 |
| B | Plan for repair, renovation, maintenance for regular operations |  | 4,810 |  |  |  |
| 1 | Repair and renovate warehouses | Repair and renovate the downgraded warehouses, ensuring the regular operations | 670 | The Company’s Capital | 2024 | VOSA Quang Ninh, Northfreight |
| 2 | Repair and renovate the office | Repair and renovate the downgraded office, ensuring the regular operations | 3,390 | The Company’s Capital | 2024 | VOSA Quang Ninh, VOSA Hai Phong |
| 3 | Regular maintenance | Regular maintenance for the transporting fleet | 750 | The Company’s Capital | 2024 | Northfreight |
|  | Total (A+B) | | 55,613 |  |  |  |

‎‎Article 6. Approve Proposal No. 116/TTr-DHDCD dated April 12, 2024 on approving the Financial Statements 2023 audited by AASC Auditing Firm Company Limited

‎‎Article 7. Approve Proposal No. 117/TTr-DHDCD dated April 12, 2024 on approving the realized salary and remuneration fund, the bonus fund in 2023 and the plan for 2024 for members of the Board of Directors, the Supervisory Board.

1. 2023 Results are as per the General Mandate 2023:
2. Salary fund for executive members of the Board of Directors (1 member): VND 528 million;
3. Remuneration fund for non-executive members of the Board of Directors and the Supervisory Board (09 members): VND 974,400,000, in which the specific remuneration for the Board of Directors and the Supervisory Board:

* Chair of the Board of Directors: VND 14 million/month.
* Members of the Board of Directors: VND 8.8 million/person/month.
* Chief of the Supervisory Board: VND 8.8 million/month.
* Members of the Supervisory Board: VND 7.2 million/person/month.

1. Bonus fund for members of the Board of Directors, the Supervisory Board, and the Board of Management in 2023: VND 466,800,000.
2. 2024 Plan:
3. Salary fund for executive members of the Board of Directors (1 member): VND 448,800,000
4. Planned remuneration fund for non-executive members of the Board of Directors and the Supervisory Board (09 members): VND 832,320,000, in which the specific remuneration for the Board of Directors and the Supervisory Board:

* Chair of the Board of Directors: VND 12.24 million/month.
* Members of the Board of Directors: VND 7.48 million/person/month.
* Chief of the Supervisory Board: VND 7.48 million/month.
* Members of the Supervisory Board: VND 6.12 million/person/month.

1. Allowance fund for members of the assisting sub-committee of the Board of Directors (08 members): VND 578,520,000, in which the specific remuneration:

* Non-executive heads of the productivity & quality subcommittee and of the internal audit & project appraisal subcommittee: VND 7.48 million/month.
* Non-executive members of subcommittees: VND 3.4 million/person/month.
* Executive member of the internal audit & project appraisal: VND 15 million/month (limited-term Labor Contract with December bonus)

‎‎Article 8. Approve Proposal No. 118/TTr-DHDCD dated April 12, 2024 on approving the list of audit companies for 2024.

1. Criteria for selecting the independent audit company:
2. An independent audit company with good reputation and brand image, trusted by many public companies, with a team of highly qualified and experienced auditors;
3. A company that operates legally in Vietnam and is approved by State Securities Commission to audit for entities with public interest, select an audit company from the published list of qualified audit companies in 2024 to review and audit the Financial Statements 2024 of Vietnam Ocean Shipping Agency Corporation
4. Have a reasonable fee, consistent with the content, quality, and audit progress as per the Charter of Vietnam Ocean Shipping Agency Corporation.
5. Have a large number of professional, qualified, and experienced employees and auditors.
6. List of proposed companies:

Based on the review, the Supervisory Board agreed to propose a list of audit companies as follows:

1. AASC Auditing Firm Company Limited.
2. UHY Auditing and Consulting Company Limited.
3. A&C Auditing and Consulting Company Limited.

‎‎Article 9. Approve Proposal No. 119/TTr-DHDCD dated April 12, 2024 on approving the list of nomination/ candidacy for the position of members of the Board of Directors/ the Supervisory Board in term V (2024-2029).

Approve the list of nomination/ candidacy of candidates participating in the election for the position of members of the Board of Directors/ the Supervisory Board in term V (2024-2029), with attached list.

Pursuant to the Company’s Charter, the General Meeting will elect 07 members of the Board of Directors and 03 members the Supervisory Board for term V.

Article 10: Approve the results of the election and identify members of the Board of Directors/ the Supervisory Board of Vietnam Ocean Shipping Agency Corporation in term V (2024-2029) as follows:

1. Members of the Board of Directors:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Do Tien Duc |
| 2 | Tran Tuan Hai |
| 3 | Tran Hong Quang |
| 4 | Nguyen Duc Thien |
| 5 | Nguyen The Tiep (independent member) |
| 6 | Dang Hong Truong (independent member) |
| 7 | Nguyen Dinh Tu |

1. Members of the Supervisory Board:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Nguyen Son Ha |
| 2 | Nguyen Hong Hai |
| 3 | Duong Thi Hong Hanh |

‎‎Article 11. Organization and Implementation

* This General Mandate has been fully approved by the Annual General Meeting 2024 of Vietnam Ocean Shipping Agency Corporation and takes effects from April 15, 2024.
* The Board of Directors, Executive Board and relevant individuals are responsible for the implementation of this General Mandate.