**VST: Annual General Mandate 2024**

On March 28, 2024, Vietnam Sea Transport and Chartering Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report of the Board of Directors in 2023 and orientation for activities in 2024.

‎‎Article 2. Approve the Report of the Board of Management on production and business results in 2023 and the business plan in 2024.

1. Results of production and business activities in 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Targets | Unit | 2022 Results | 2023 Plan | 2023 Results | 2023 Results/2022 Results | 2023 Results/2023 Plan |
| 1. Transportation output | Million ton | 1.48 | 1.24 | 1.24 | 84% | 100% |
| 3. Total revenue (\*) | Billion VND | 958.49 | 597.02 | 1,100.93 | 115% | 184% |
| - Transportation | Billion VND | 572.09 | 297.66 | 220.40 | 39% | 74% |
| - Other businesses | Billion VND | 205.94 | 214.21 | 217.27 | 106% | 101% |
| - Financial activities & other activities | Billion VND | 180.46 | 85.15 | 663.26 | 368% | 779% |
| 4. Profit (+)/Loss (-) | Billion VND | 217.45 | 633.96 | 560.42 | 258% | 88% |
| - Transportation | Billion VND | 57.80 | (29.26) | (101.25) |  |  |
| - Other businesses | Billion VND | 14.48 | 11.72 | 13.83 | 96% | 118% |
| - Financial activities & other activities | Billion VND | 145.18 | 651.50 | 647.84 | 446% | 99% |

‎‎Article 3. Approve the Report of the Supervisory Board on inspection and supervision results in 2024.

‎‎Article 4. Approve the Financial Statements 2023 audited by AASC Auditing Firm Company Limited.

‎‎Article 5. Approve the Proposal on production and business plan for 2024, specifically:

1. Production and business plan:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Unit | 2024 Plan |
| 1 | Total output | Tons | 1,137,200 |
| 2 | Revenue | Million VND | 637,869 |
| 3 | Profit before tax | Million VND | 162,331 |

(\*) The above targets do not include results from activities arising outside of the plan.

With expected business results in 2024, profits are mainly due to financial restructuring activities, but accumulated undistributed profit after tax is still negative, so the Company has no plan to distribute profits.

1. Ship investment and sales plan in 2024:

* Continue to implement the project to build offices combined with offices for rent at 428 Nguyen Tat Thanh, Ward 18, District 4, Ho Chi Minh City, Vietnam;
* Sell Vien Dong 3 and VTC Glory ships when favorable conditions arise.

‎‎Article 6. Approve the Proposal for finalizing the remuneration of the Board of Directors and the Supervisory Board in 2023 and the payment plan for 2024, specifically:

1. Approve the executive Board of Directors Salary Fund, the remuneration 2023 for the non-executive Board of Directors and Supervisory Board is as follows:

* Vice Chair of the Board of Directors: VND 4,500,000/person/month
* Member of the Board of Directors, Chief of the Supervisory Board: VND 4,000,000/person/month
* Member of the Supervisory Board: VND 3,000,000/person/month

Remuneration fund for non-executive Board of Directors: VND 194,000,000; Supervisory Board remuneration fund: VND 120,000,000. Executive Board of Directors salary fund in 2023: VND 585,000,000.

1. Approve the proposed salary fund for the executive Board of Directors, the remuneration 2024 for the non-executive Board of Directors and Supervisory Board as follows:

* Member of the Board of Directors, Chief of the Supervisory Board: VND 5,000,000/person/month
* Member of the Supervisory Board: VND 4,000,000/person/month

Non-executive Board of Directors remuneration fund: VND 240,000,000; Supervisory Board remuneration fund: VND 156,000,000. Executive Board of Directors salary fund in 2024: VND 585,000,000.

‎‎Article 7. Approve the list of audit companies for the Financial Statements 2024 and authorize the Board of Directors and the Board of Management, based on the actual situation, to select an audit company in accordance with regulations to audit the Financial Statements 2024, specifically:

1. UHY Auditing & Consulting Company Limited - Ho Chi Minh City Branch

Address: 4th Floor, 63B Calmette, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, Vietnam

1. AASC Auditing Firm Company Limited

Head office address: No. 01, Le Phung Hieu, Hoan Kiem, Hanoi, Vietnam.

1. KPMG Limited

Address: 46th Floor, Keangnam Tower, Hanoi Landmark Tower, 72-storey building, Lot E6, Pham Hung Street, Cau Giay New Urban Area, Me Tri, Nam Tu Liem District, Hanoi, Vietnam.

1. In case of disagreement with the above audit companies on the progress, scope and audit fee, the Board of Directors shall select an audit company from the list of audit companies approved to audit public interest units in 2024 issued together with Decision No. 2559/QD-BTC dated November 20, 2023 of the Ministry of Finance to conduct an audit of the Company's Financial Statements 2024.

Article 8: Approve the Proposal on the private placement plan for debt swap.

1. Share name: Shares of Vietnam Sea Transport and Chartering Joint Stock Company
2. Share type: Common share
3. Securities code: VST
4. Par value: VND 10,000/share
5. Current charter capital: VND 669,993,370,000
6. Number of issued shares: 66,999,337 shares

In which: Number of outstanding shares: 66,999,337 shares

1. Number of shares expected to be offered: 2,000,000 shares
2. Total value of issued shares at the par value: VND 20,000,000,000
3. Expected increase in charter capital

* Charter capital before issuance: VND 669,993,370,000
* Expected increase in charter capital: VND 20,000,000,000
* Charter capital after the issuance: VND 689,993,370,000

1. Purpose of private placement for debt swap:

The private placement is to swap part of the debt with Viet Nam Debt And Asset Trading Corporation (DATC) in accordance with the financial restructuring policy of Vietnam Sea Transport and Chartering Joint Stock Company, contributing to improving financial situation and operations of the Company. Converting part of the debt with DATC into contributed capital helps reduce interest costs and increase charter capital to partially offset accumulated losses over the past years to improve business operations.

1. Issuance method: Private placement for debt swap
2. Determination method and swap rate: According to the document determining the exchange rate of the Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS) attached.
3. Swap rate: 1:10,000 (1 share will be swapped for VND 10,000 of debt)

For example: The Company borrows from the investor (the creditor) the amount of VND 100,000,000, with a swap rate of 1:10,000, after performing the swap, the investor will receive: (VND 100,000,000 X 1)/10,000 = 10,000 shares.

After making the conversion, the investor (the creditor) will become a shareholder and receive 10,000 shares with a par value of VND 10,000/share.

1. Debt value for swap: VND 20,000,000,000
2. Plan for rounding and handling arising fractional share (if any)

When swapping debt into shares, the number of shares swapped will be rounded down to the unit, the fraction will be automatically deleted.

1. Offering object:

Based on the debt between the Company and its creditors as of December 31, 2023 (according to the Audited Financial Statements 2023) and the expected debt at the time of issuance on December 31, 2024, Vietnam Sea Transport and Chartering Joint Stock Company implemented a private placement to swap part of the debt with Viet Nam Debt And Asset Trading Corporation (DATC) as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Investors | Principal debt as of December 31, 2023  (VND) | Expected principal debt at December 31, 2024 (VND) | Value of debt to be swapped (VND) | Number of shares expected to be offered according to swap rate (shares) | Value according to par value (VND) |
| 1 | Viet Nam Debt And Asset Trading Corporation | 199,649,373,199 | 159,649,373,199 | 20,000,000,000 | 2,000,000 | 20,000,000,000 |
|  | Total | 199,649,373,199 | 159,649,373,199 | 20,000,000,000 | 2,000,000 | 20,000,000,000 |

Detailed information about the private placement to swap part of the debt:

* Creditor name: Viet Nam Debt And Asset Trading Corporation.
* Abbreviated name: DATC.
* Address: No. 51 Quang Trung Street, Hai Ba Trung District, Hanoi, Vietnam
* Tel: (84-24) 39 45 47 38; Fax: (84-24) 39 45 47 37
* Website: <http://www.datc.vn>
* Business registration certificate (7th time) for One-member limited liability company, business code 0101431355 issued by the Business Registration Office - Hanoi Authority for Planning and Investment on April 26, 2021.

1. Transfer restriction: Limited transfer for 01 years from the date of completion of the offering.
2. Distribution method: The Issuer distributes directly to Investors.
3. Distribution time: After receiving approval from the State Securities Commission (SSC) for the issuance.
4. Plan for handling unsold shares (if any): Shares that have not been offered for sale as expected will be authorized by the General Meeting of Shareholders for the Board of Directors to handle according to the provisions of law.
5. Agreement principle: According to the Document of the Partial Debt Swap Agreement between DATC and Vietnam Sea Transport and Chartering Joint Stock Company.
6. Approve changing the charter capital in the company charter and adjusting the Business Registration Certificate at the Ho Chi Minh City Department of Planning and Investment after the Company submits a Report on issuance results to the State Securities Commission.
7. Approve additional securities registration at Vietnam Securities Depository and Clearing Corporation (VSDC) and additional trading registration at Hanoi Stock Exchange (HNX)

After completing the offering, the General Meeting of Shareholders approved and authorized the Board of Directors to complete additional securities registration procedures at Vietnam Securities Depository and Clearing Corporation (VSDC) and Register for additional trading at the Hanoi Stock Exchange (HNX) in accordance with current law.

We respectfully submit to the General Meeting of Shareholders to authorize the Board of Directors to carry out tasks related to the issuance as follows:

* Proactively develop and explain issuance application documents to the State Securities Commission and other authorities. At the same time, proactively adjust the Issuance Plan and other related documents according to the actual situation of the Enterprise or at the request of the State Securities Commission and other functional agencies;
* Proactively develop plans to ensure the foreign investor ownership rate is consistent with the provisions of law;
* Conduct related procedures with the State Securities Commission, Vietnam Securities Depository and Clearing Corporation (VSDC), Hanoi Stock Exchange, Ho Chi Minh City Department of Planning and Investment.
* Complete the amendment of the Company's Charter of organization and operations (due to changes in charter capital) after submitting the Report on issuance results to the State Securities Commission.
* Implement reports and complete procedures for registering changes in charter capital and adjusting the Business Registration Certificate with the Department of Planning and Investment of Ho Chi Minh City after submitting the issuance results report to the State Securities Commission.
* Other issues related to the offering are to ensure the success of the private placement for the debt swap.

Approve and assign the Board of Directors to implement the plan to implement a private placement to swap debt with DATC following current legal regulations; Report implementation results to the General Meeting of Shareholders at the nearest meeting.

Article 9: The Meeting agreed to assign the Board of Directors and the Board of Management to implement the contents resolved by the Meeting on the basis of compliance with State law and the Company's Charter.

Article 10: Terms of enforcement

The Annual General Mandate 2024 of Vietnam Sea Transport and Chartering Joint Stock Company was unanimously approved by the General Meeting and takes effect from March 28, 2024.

All shareholders of Vietnam Sea Transport and Chartering Joint Stock Company, members of the Board of Directors, the Supervisory Board, and the General Manager are responsible for implementing this General Mandate.