**ONW: Annual General Mandate 2024**

On May 11, 2024, One World Services Joint Stock Company announced General Mandate No. 01.2024/NQ-DHDCD/ONW as follows:

Article 1: Approve Report No. 01.2024/BC-HDQT/DHDCD/ONW of the Board of Directors on operating results of the Board of Directors and each member of the Board of Directors in 2023 and business plan for 2024.

Production and business results in 2023 of the Company are as follows:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | In 2022 | In 2023 | Rate of 2023/2022 |
| 1 | Revenue from goods sales and services provision | 3,395,840,000 | 0 | - |
| 2 | Revenue from financial activities |  | 198,726,335 |  |
| 2 | Financial expenses |  | 260,344,497 |  |
| 4 | Selling expense | - | - | - |
| 5 | General and administrative expense | 89,933,408 | 47,137,222 | 258.8% |
| 6 | Profit before tax | (28,759,031) | 123,813,117 |  |
| 5 | Profit after tax | (28,759,031) | 87,673,440 |  |

Plan 2024:

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Target | Plan 2024 |
| 1 | Total revenue | 150,000,000,000 |
| 2 | Profit before tax | 10,000,000,000 |
| 3 | Profit after tax | 10,000,000,000 |

Article 2: Approve Report No. 02.2024/BC-BKS/DHDCD/ONW of the Supervisory Board on business results, operating results of the Board of Directors and the General Manager in 2023; Self-assessment Report on operating results of the Supervisory Board and the Supervisor.

Article 3: Approve the Audited Financial Statements 2023;

Article 4: Approve the profit distribution plan in 2023.

Accumulated undistributed profit as of December 31, 2023 is a negative number. Therefore, the Board of Directors would like to request not to implement appropriation for funds.

Article 5: Approve the settlement of remuneration for the Board of Directors and the Supervisory Board in 2023 and the remuneration payment plan for the Board of Directors and the Supervisory Board for 2024.

Article 6: Approve Proposal No. 02.2024/TT/DHDCD/ONW on selecting an audit company in 2024.

Article 7: Approve Proposal No. 03.2024/TT/DHDCD/ONW on changing business lines and amending the Company’s Charter.

Article 8: Approve Proposal No. 04.2024/TT/DHDCD/ONW on the private placement plan.

1. Private placement plan to increase charter capital and plan for using the proceeds from the issuance.
2. Offering purposes:

Mobilize capital to supplement working capital and invest in Cat Thanh Logistic Joint Stock Company

1. Offering plan:
2. Issuer: One World Services Joint Stock Company
3. Share type: Common share
4. Share par value: VND 10,000/share
5. Capital charter before the offering: VND 20,000,000,000
6. Number of shares and value of shares expected to be offered: 15,000,000 shares, equivalent to VND 150,000,000,000
7. Expected capital charter after the offering: VND 170,000,000,000
8. Rate of Additional shares offered/total outstanding shares;

* Rate calculated on outstanding common shares (calculated on the basis before completion of the offering): 750%
* Rate calculated on the number of outstanding common shares (calculated on the basis of completion of the offering, assuming the successful offering): 88.23%

1. Offering price: VND 10,000/share
2. Expected time of the offering: Within 90 days from the date the State Securities Commission approves the private placement dossiers.
3. Offering method: Private placement to strategic shareholders
4. Transfer restriction: Shares successfully offered in this issuance are restricted from transfer within 03 years for strategic investors and 01 year for professional strategic securities investors from the date of completion of the offering.
5. Investor selection criteria: Strategic investors and/or professional investors (professional investors must ensure compliance with the provisions of Clause 1, Article 11 of the Law on Securities 2019), and are domestic investors.
6. Number of investors participating in the issuance: Maximum of 10 strategic investors and/or professional investors.
7. List of investors expected to be offered:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Investors | Classify | Information | Address | Number of shares registered to buy |
| 1 | Tran Nhu Long | Strategic investor | ID Card No: 001079045520, Date of issue: July 10, 2021, Place of issue: Police Department on Administrative Management of Social Order | 17, Alley 135/17 Hoang Nhu Tiep, Bo De Ward, Long Bien District, Hanoi | 7,000,000 |
| 2 | Phi Xuan Tuan | Strategic investor | ID Card No. 001078006329, Date of issue: 12/18/2021, Place of issue: Police Department on Administrative Management of Social Order | W2.3606. Vinhomes Westpoint, Do Duc Duc, Nam Tu Liem, Hanoi | 6,000,000 |
| 3 | Pham Minh Ngoc | Strategic investor | ID Card No: 001093000457, Date of issue: 5/24/2022, Place of issue: Police Department on Administrative Management of Social Order | Xuan Nhang 1 Residential Group, Xuan Dinh, Bac Tu Liem, Hanoi. | 2,000,000 |

1. Plan to handle undistributed shares: In case the above investors do not register to buy fully, the General Meeting of Shareholders authorizes the Board of Directors to decide on the subjects of private placement in accordance with the above investor selection criteria, with a price not lower than the initial price and not exceeding a maximum of 10 investors.
2. Depository registration and share trading registration: Shares successfully offered according to this plan will be registered for additional depository with the Vietnam Securities Depository and Clearing Corporation and registered for additional trading at the Hanoi Stock Exchange in accordance with the provisions of law.
3. Capital use plan

All expected proceeds from the issuance will be used for the following purposes:

|  |  |  |
| --- | --- | --- |
| No. | Capital use purpose | Amount (VND) |
| 1 | Buy 1,180,000 shares of Cat Thanh Logistics Joint Stock Company\* (Business Registration Certificate No. 0201898626) with the price of VND 100,000/share (par value: VND 100,000/share) | 118,000,000,000 |
| 2 | Supplement working capital | 32,000,000,000 |
| Total | | 150,000,000,000 |

(\*) Cat Thanh Logistics Joint Stock Company (Business code: 0201898626, first registration on August 15, 2018) is the joint venture representative of the Investment project to build a Logistics service area Container warehouse at Industrial Lot 119-12 in Dong Hai 2 Ward, Hai An District. Until now, Cat Thanh Logistics Joint Stock Company and shareholders of Cat Thanh Logistics Joint Stock Company are not shareholders of One World Services Joint Stock Company, and have no relations with major shareholders and PDMR of One World Services Joint Stock Company.

The General Meeting authorizes the Board of Directors, based on the market status and the specific status of the Company's operations, to decide on changing the purpose of using capital obtained from this offering to bring business efficiency to the Company. The Board of Directors is responsible for reporting the change in capital use purpose (if any) at the nearest General Meeting of Shareholders.

1. Plan to ensure ownership rate of foreign investors

The private placement plan does not sell to foreign investors, so the above private placement will not increase the ownership rate of foreign investors of the Company.

1. Amend Article 6 of the Company’s Charter according to the new capital scale after completion of the offering.

Article 9: This General Mandate takes effect from the date of its approval. The Board of Directors, the Supervisory Board, and the Board of Management are responsible for implementing this General Mandate.