**VTR: Annual General Mandate 2024**

On May 11, 2024, Vietnam Travel and Marketing Transports Joint Stock Company announced General Mandate No. 197-NQ-DHDCD as follows:

Article 1: The Annual General Meeting of Shareholders 2024 of Vietnam Travel and Marketing Transports Joint Stock Company takes place on May 11, 2024, discussing and approving the following contents:

1. The General Meeting approves the Report on business results in 2023 and the plan 2024 in accordance with Report No. 71/BC-VT dated April 23, 2024.

Business results in 2023

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| No. | Target | Unit | Results | % over the same period |
| 1 | Number of arrivals | Arrival  | 733,187 | 130% |
| 2 | Net revenue | Billion VND | 5,949 | 156% |
| 3 | Gross profit | Billion VND | 479 | 157% |
| 4 | Total profit before tax | Billion VND | 99.8 | 95% |
| 5 | Profit after tax | Billion VND | 80 | 76% |

Business targets in 2024

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| --- | --- | --- |
| Target | Unit | Results |
| Number of arrivals | Arrival | 844,149 |
| Revenue | Billion VND | 6,921 |
| Gross profit | Billion VND | 666 |
| Profit before tax | Billion VND | 68 |

1. The General Meeting approves the Report on activities of the Board of Directors in 2023 and the plan 2024 in accordance with Report No. 159-BC/HDQT-VP dated April 19, 2024;
2. The General Meeting approves the Report on activities of independent members of the Board of Directors in the Audit Committee in accordance with Report No. 182-BC/HDQT-VP dated April 26, 2024;
3. The General Meeting approves the amendment and supplement to the Company's Charter on organization and operation in accordance with Proposal No. 155-TTr/HDQT-VP dated April 19, 2024;
4. The General Meeting approves the amendment and supplement to the Internal Regulations on corporate governance in accordance with Proposal No. 156-TTr/HDQT-VP dated April 19, 2024;
5. The General Meeting approves the amendment and supplement to the Operational Regulation of the Company’s Board of Directors in accordance with Proposal No. 157-TTr/HDQT-VP dated April 19, 2024;
6. The General Meeting approves the Proposal on introducing personnel to elect members of the Board of Directors for term III (2024-2029) in accordance with Proposal No. 175-TTr/HDQT-VP dated April 26, 2024;
7. The General Meeting approves the Audited Financial Statements 2023 in accordance with Proposal No. 146-TTr/HDQT-VP dated April 12, 2024;
8. The General Meeting approves the business results and profit distribution in 2023 in accordance with Proposal No. 160-TTr/HDQT-VP dated April 19, 2024;

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| No. | Target | Unit | Footnote | Figures |
| 1 | Revenue | VND | 1 | 5,948,969,341,379 |
| 2 | Profit before tax | VND | 2 | 99,826,756,002 |
| 3 | Profit after tax | VND | 3 | 79,949,998,050 |
| 4 | Profit after tax of non-controlling shareholders | VND | 4 | (800,149,290) |
| 5 | Profit after tax of the Holding Company | VND | 5 = 3 - 4 | 80,750,147,340 |
| 6 | Amounts that increase the profit after tax | VND | 6 | 0 |
| 7 | Amounts that decrease the profit after tax | VND | 7 = 8 | 1,035,000,000 |
|  | * Remuneration for the Board of Directors
 | VND | 8 | 1,035,000,000 |
| 8 | Remaining profit to be distributed: | VND | 9 = 5 + 6 - 7 | 79,715,147,340 |
| 9 | Appropriation for funds: | VND | 10 = 11 + 12 + 13 | 0 |
|  | * Bonus fund
 | VND | 11 | 0 |
|  | * Welfare fund
 | VND | 12 | 0 |
|  | * Investment and development fund for business
 | VND | 13 | 0 |
| 10 | Appropriation for bonus fund for the Board of Directors and the Executive Board exceeding the plan | VND | 14 | 0 |
| 11 | Profit for dividend payment | VND | 15 = 9 - 10 - 14 | 79,715,147,340 |
|  | * Dividend payment:
 | VND | 16 |  0 |
| 12 | Undistributed profit at the end of this year | VND | 17 = 15 - 16 | 79,715,147,340 |
| 13 | Undistributed profit in the previous year | VND | 18 | (80,426,747,457) |
| 14 | Remaining undistributed profit | VND | 19 = 17 + 18 | (711,600,117) |

1. The General Meeting approves the plan to pay dividends to shareholders in 2023 and the plan 2024 in accordance with Proposal No. 161-TTr/HDQT-VP dated April 19, 2024;
* Dividend payment in 2023

Propose not paying dividends in 2023. Use remaining undistributed profit after tax to supplement capital for production and business.

* Dividend payment plan for 2024

Propose not paying dividends in 2024.

1. The General Meeting approves the Proposal on remuneration and salary of the Board of Directors in 2023, and the plan 2024 in accordance with Proposal No. 162-TTr/HDQT-VP dated April 19, 2024;
2. The General Meeting approves the Proposal on share issue plan to increase the charter capital in accordance with Proposal No. 168-TTr/HDQT-VP dated April 19, 2024 and amends the followings contents:
	1. Plan on share offering for existing shareholders by the method of exercising the purchase right at a rate of 1:1 (remaining the same content as Proposal No. 168-TTr/HDQT-VP dated April 19, 2024)
	2. Plan on share issuance to increase share capital from the source of owners’ equity:
* Approve the plan on share issuance to increase share capital from the source of owners’ equity at a rate of 15%.

The General Meeting authorizes the Board of Directors to amend Proposal No. 168-TTr/HDQT-VP dated April 19, 2024 to suit the contents (including corresponding changes) adjusted and approved by the General Meeting of Shareholders.

* 1. Plan on share issuance under the ESOP:
* Approve the plan on share issuance under the ESOP: VND 10,000/share, Transfer restriction: within 18 months.

The General Meeting authorizes the Board of Directors to amend Proposal No. 168- TTr/HDQT-VP dated April 19, 2024 to suit the contents (including corresponding changes) adjusted and approved by the General Meeting of Shareholders.

Regarding the implementation of the plan and strategies to develop business activities meeting the capital needs of the Company, the Board of Directors proposes to the General Meeting of Shareholders to approve the plan on share issuance to increase the charter capital in 2024 with summary contents as follows:

* Issuer: Vietnam Travel and Marketing Transports Joint Stock Company
* Securities code: VTR
* Type of shares to be issued: Common share.
* Share par value: VND 10,000/share.
* Current charter capital: VND 292,948,330,000.
* Charter capital after capital reduction due to the Company redeeming shares of quitting employees (expected): VND 292,390,900,000.
* Number of shares issued after capital reduction due to the Company redeeming shares of quitting employees (expected): 29,239,090 shares
* Number of outstanding shares: 28,658,247 shares.
* Number of shares expected to be issued: 40,121,545 shares, in which:
* Share issuance (round 1):
* Offer shares to existing shareholders: 28,658,247 shares, corresponding to the exercise rate of 1:1
* Share issuance (round 2):
* Issue shares to increase share capital from the source of owners’ equity: 8,597,474 shares, corresponding to the exercise rate of 10:1.5
* Issue shares under the ESOP: 2,865,824 shares, corresponding to 5% of the number of outstanding shares at the time of issuance.

The General Meeting of Shareholders authorizes the Board of Directors to determine the actual number of shares to be issued on the basis of the rights exercise rate (issuing shares to increase share capital from the source of owners’ equity) and the share issue rate according to the ESOP mentioned above.

* Total issue value at par value: VND 401,215,450,000.
* Expected offering price/source of capital:
* Offering price for additional shares to existing shareholders according to the method of exercising the rights: VND 12,000/share.
* Issue shares to increase share capital from share premium and other funds belonging to the owners’ equity based on the Company's most recent Audited Separate Financial Statements in accordance with the law.
* Share issue price under the ESOP: VND 10,000/share.
* Expected charter capital after issuance: VND 693,606,350,000.
* Purpose of using capital obtained from the issuance (including round 1 and round 2): used in balance to supplement working capital and pay off the Company's debts.
* Expected issue date: The specific issue time is assigned to the Board of Directors to decide after being approved by competent State agencies.
1. The General Meeting approves the Proposal on the plan on share issuance, the plan on using capital obtained from the private placement of convertible bonds in the domestic market in accordance with Proposal No. 191-TTr/HDQT-VP dated May 06 2024;
2. Approve the plan on the private placement of convertible bonds with a maximum total value of VND 500,000,000,000

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| Content | Key terms and conditions |
| Issuer | Vietnam Travel and Marketing Transports Joint Stock Company |
| Bond name | Bonds of Vietnam Travel and Marketing Transports Joint Stock Company |
| Bond type: | Bonds that are convertible, without warrants, without collateral, and are issued in the domestic market (hereinafter referred to as “bonds” and/or “convertible bonds”). |
| Issue method | Bonds are issued in the form of private placement by issuing agent method. |
| Bond form | Accounting entry and/or electronic data, providing extracts to record information about bond owners upon request |
| Issue date | Is the expected date in the Offering Information Disclosure and actually determined on the list of bond owners and the Report on the issue results.Expected to be in 2024 or 2025. The specific issue time will be decided by the Board of Directors depending on actual conditions after obtaining approval from competent agencies. |
| Venue of the bond issuance | Within the territory of the Socialist Republic of Vietnam. |
| Subject of the issuance | Professional securities investors are domestic organizations (“Investors”). |
| Currency for issuance and payment of bond principal and interest | Vietnamese Dong |
| Total value of bonds expected to be issued (at par value) | VND 500,000,000,000 (maximum). |
| Volume of bonds expected to be issued: | Maximum of 500 convertible bonds. |
| Bond par value | VND 1,000,000,000/bond (expected). |
| Bond term | Maximum of 3 years from the date of bond issuance. |
| Offering price | 100% of par value |
| Nominal interest rate | Expected fixed interest rate throughout the term of the bond will not exceed 9%/year. The specific interest rate will be decided by the Board of Directors, depending on the market status and specific agreements in accordance with specific provisions in the Bond conditions and other bond documents. |
| Collateral: | No collateral |
| Conversion price: | Conversion price: It is expected that the conversion price is not lower than 1.1 times the book value of one share (excluding interests of minority shareholders) of the Issuer based on the Quarterly Consolidated Financial Statements closest to the date of signing the Convertible Bond Purchase and Sale Contract with the Investor.Notes: In case dividends in cash arise during the period from the end of that quarter to the time of signing the Convertible Bond Purchase and Sale Contract (if any), the book value of one share of the Issuer will be adjusted to decrease (corresponding to dividends paid in cash) according to the decision of the Board of Directors.Conversion price can be adjusted in accordance with Bond conditions to reflect the rate of dilution. Based on the expected conversion price specified in this article, the actual conversion price will be decided by the Board of Directors at the time of conversion based on negotiations with the Investors owning bonds; The General Meeting of Shareholders authorizes the Board of Directors to develop and sign with Investors on issues related to determining the conversion price, conversion rate and other related terms. |
| Other terms and conditions: | Authorize the Board of Directors to decide the plan on issuance in detail according to the following Section VI: |

1. Approve the plan on share issuance to convert convertible bonds

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| Type of shares to be issued: | Common shares can be transferred in accordance with the provisions of law. In case of converting the convertible bonds before the end of the transfer restriction (if any), the issued shares shall be restricted from being transferred during the remaining transfer restriction period of the convertible bonds. |
| Par value | VND 10,000/share |
| Issue time | During the conversion period of the convertible bonds mentioned in Section V. Plan on issuanceIn case an Investor converts convertible bonds, resulting in the Investor and relevant persons owning 25% or more of the Issuer's outstanding shares or other cases where it must be implemented public offering according to the provisions of the Law on Securities: (i) Investors will not be allowed to convert and/or exercise the rights to purchase the number of convertible shares exceeding the regulations or (ii) Issuer will collect shareholders' opinions via a ballot to approve the exemption from a public offering to Investors |
| Total number of issued shares: | Equal to the number of convertible bonds that the Investor requests and is entitled to convert (x) number of shares received when converting 1 bond (“convertible shares”) |
| Subject of the issuance | Owners of convertible bonds |
| Registration for depository and listing of shares | All convertible shares will be registered for depository at the Vietnam Securities Depository and Clearing Corporation and registered for trading/listing at the relevant Stock Exchange. |
| Other contents | Authorize the Board of Directors to decide the plan on issuance in detail according to the following Section VI: |

1. Approve the purpose of bond issuance and plan on using capital obtained from the bond issuance

The expected total proceeds from the offerings will be used to implement investment programs and projects of the Issuer. In details: The Issuer will implement a program to exploit and develop travel business activities in the international market over a period of 3-5 years.

The General Meeting of Shareholders authorizes the Board of Directors to decide on the allocation, make detailed capital use plans and use capital from the bond issuance in accordance with the provisions of the Company's Charter and the law depending on the actual market status at the time of issuance.

1. Approve the centralized registration and depository, and centralized trading registration of bonds

Approving the centralized registration and depository of bonds at the Vietnam Securities Depository and Clearing Corporation and the centralized trading registration of bonds on the privately placed corporate bond trading system at the Vietnam Stock Exchange or the subsidiary (subsidiaries) of the Vietnam Stock Exchange after completing the bond issuance according to the plan on issuance approved to suit the Company's needs or in accordance with provisions of law from time to time.

1. Approve the list of bond offering dossiers

The General Meeting of Shareholders authorizes the Board of Directors to approve the registration dossier for the private placement of convertible bonds ("Offering Registration Dossier") in accordance with the provisions of the Company's Charter and the law.

1. The General Meeting approved the Proposal on reducing the Company's charter capital due to the Company repurchasing shares of quitting employees in accordance with Proposal No. 163-TTr/HDQT-VP dated April 19, 2024;
2. The General Meeting approves the Proposal on the selection of AFC Vietnam Auditing Company Limited.to audit the Financial Statements 2024 in accordance with Proposal No. 147-TTr/HDQT-VP dated April 12, 2024;
3. The General Meeting approves the Proposal on authorizing the Board of Directors to approve contracts and transactions with the PDMR, related parties and shareholders of the Company in 2024 in accordance with Proposal No. 158-TTr/HDQT-VP dated April 19, 2024;
4. The General Meeting approves the results of electing members of the Board of Directors for term III (2024-2029):
* Election results:

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| --- | --- |
| No. | List of elected members of the Board of Directors  |
| 1 | Nguyen Quoc Ky |
| 2 | Tran Doan The Duy |
| 3 | Vo Quang Lien Kha |
| 4 | Nguyen Thi Le Huong |
| 5 | Nguyen Nguyet Van Khanh |
| 6 | La Quoc Khanh |
| 7 | Le Kien Thanh |

‎‎Article 2. This General Mandate is approved full-text by the General Meeting of Shareholders at the meeting and takes effect from May 11, 2024. The Board of Directors is responsible for the implementation of this General Mandate in accordance with the provisions of law and the Company's Charter.