**PDV: Annual General Mandate 2024**

On April 24, 2024, Phuong Dong Viet Shipping and Logistics Corporation announced General Mandate No. 01/NQ - PDV-DHDCD as follows:

Article 1. Approve the following contents:

1. Report on the results of production and business activities in 2023 and the production and business plan 2024 of the Company's Executive Board;
2. Activity report 2023 and activity plan 2024 of the Board of Directors;
3. Activity report 2023 and activity plan 2024 of the Supervisory Board;
4. Proposal on approval of production and business results in 2023 and Audited Financial Statements 2023;
* Production and business results 2023:

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Plan 2023 | Results 2023 | Result/ Plan 2023 |
| 1 | Revenue | 1,050.00 | 1,114.96 | 106% |
| 2 | Expenses | 995.00 | 1,034.81 | 104% |
| 3 | Profit before tax | 55.00 | 80.15 | 146% |
| 4 | Profit after tax | 44.00 | 64.07 | 146% |
| 5 | Payable to the state budget | 12.50 | 30.75 | 246% |

1. Proposal on profit distribution plan, appropriation for funds in 2023 and cash dividend distribution plan for 2023;

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount | Notes |
| I | Undistributed profit after tax | 65,911,129,806 |  |
| 1 | Retained from the previous year | 1,843,496,858 |  |
| 2 | In 2023 (Audited Financial Statements) | 64,067,632,948 | (i) |
| II | Distributable profit after tax | 65,511,002,531 |  |
| 1 | Dividend payment in cash | 43,087,331,000 | = Charter capital x 10% |
| 2 | Investment and development fund | 16,016,908,237 | = (i) x 25% |
| 3 | Bonus and welfare fund | 4,484,734,306 | = (i) x 7% |
| 4 | Bonus fund for the Executive Board | 1,922,028,988 | = (i) x 3% |
| III | Retained undistributed profit after tax | 400,127,275 | = (I)-(II) |

1. Proposal on approval of production and business plan and investment portfolio for 2024;
* Production and business plan targets 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Plan 2024 |
| 1 | Total revenue | Billion VND | 1,250.0 |
| 2 | Profit before tax | Billion VND | 80.0 |
| 3 | Profit after tax | Billion VND | 64.0 |
| 4 | Payable to state budget | Billion VND | 17.5 |

* Investment plan 2024:
* Continue to implement the project of investing in 01 bulk carrier vessel with a capacity of approximately 25,000-75,000 DWT (Project code: PDV-HR-02/22) (carried forward project);
* Continue to implement the project of investing in 01 oil/chemical tanker with a capacity of approximately 19,000 - 25,000 DWT (Project code: PDV-HC-03/23) (carried forward project);
* Invest in 01 oil/chemical tanker with a capacity of approximately 19,000-25,000 DWT (Project code: PDV-HC-04/24) or a bulk carrier of 25,000-75,000 DWT (Project code: PDV- HR-04/24) (new investment project);
* Invest in 01 oil/chemical tanker with a capacity of approximately 19,000-25,000 DWT (Project code: PDV-HC-05/24) or a bulk carrier vessel of 25,000-75,000 DWT (Project code: PDV-HR-05/24).
1. Proposal on selecting an independent audit company to audit the Company's Financial Statements 2024;
2. Report on remuneration payments to the Board of Directors and Supervisory Board in 2023 and remuneration plan for 2024;
3. Proposal on approving the Company's 5-year production and business plan and restructuring for the period 2021-2025.
4. Proposal on amending a number of business lines according to the business registration certificate of Phuong Dong Viet Shipping and Logistics Corporation;
5. Proposal on reporting the implementation of the Plan to offer additional shares to increase the Company's charter capital from VND 311.1 billion to VND 511.1 billion; Adjustment of capital use plan and Report on investment results of PVT Jupiter ship;
6. Proposal on the plan to offer additional shares to the public to increase charter capital from VND 431 billion to VND 661 billion;

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders to consider and approve the plan to increase charter capital from: VND 430,873,310,000 to VND 660,595,660,000 in 2024 as follows:

|  |  |
| --- | --- |
| * Name of shares
 | : Shares of Phuong Dong Viet Shipping and Logistics Corporation. |
| * Trading securities code
 | : PDV |
| * Share type
* Charter capital before the offering
* Number of outstanding shares
* Number of additional offered shares
* Share's par value
* Offering price
* Total offering value according to the par value
 | : Common shares.: VND 430,873,310,000.: 43,087,331 shares.: 23,008,635 shares.: VND 10,000/share.: VND 10,000/share: 230,086,350,000 |
| * Expected time of the offering
 | : In 2024, after completing procedures for permission to offer additional shares to the public according to regulations |
| * Expected charter capital after the offering
* Estimated number of outstanding shares after the offering
 | : VND 660,959,660,000.: 66,095,966 shares. |

1. Proposal on forwarding the Company's share trading registration on Upcom to listing at the Ho Chi Minh City Stock Exchange (HOSE) approved in General Mandate No. 01/NQ-PDV- DHDCD dated April 26, 2023
2. Proposal on approval of forwarding the project to purchase oil/chemical tankers with a tonnage of about 19,000 - 25,000 DWT (Project code: PDV-HC-03/23) belongs to the Plan 2023 approved by the General Meeting of Shareholders in General Mandate No. 01/NQ-PDV- DHDCD, dated April 26, 2023;
3. Proposal on approval of the Project to purchase oil/chemical tankers with a tonnage of about 19,000 - 25,000 DWT (Project code: PDV-HC-04/24) or bulk carrier 25,000 - 75,000 DWT (Project code: PDV-HR-04/24) belongs to the Plan 2024;
4. Proposal on approval of the Project to purchase oil/chemical tankers with a tonnage of about 19,000 - 25,000 DWT (Project code: PDV-HC-05/24) or bulk carrier 25,000 - 75,000 DWT (Project code: PDV-HR-05/24) belongs to the Plan 2024;
5. The dismissal and election of members of the Board of Directors are as follows:
* Mr. Ho Si Thuan was dismissed from the position of Member of the Board of Directors for the 2019-2024 term due to the expiration of his term;
* Mr. Le Truc Lam was dismissed as an independent member of the Board of Directors due to his resignation as an independent member of the Board of Directors.
* Mr. Nguyen Trong Quy was dismissed as a member of the Board of Directors due to his resignation letter as a member of the Board of Directors.
* Elect Mr. Ho Si Thuan to the Company's Board of Directors for the 2024-2029 term;
* Elect Mr. Le Truc Lam to the Company's Board of Directors for the 2024-2029 term;
* Elected Mr. Hoang Minh Tuan as an independent member of the Board of Directors for the 2024-2029 term.
1. The dismissal and election of members of the Supervisory Board are as follows:
* Ms. Vo Thi Thanh Tung was dismissed as Member of the Supervisory Board due to her resignation.
* Elected Ms. Vu Thi Phuong to the Company's Supervisory Board for the 2024-2029 term.

Article 2. This General Mandate was approved by the Annual General Meeting of Shareholders 2024 of Phuong Dong Viet Shipping and Logistics Corporation and takes effect from the date of signing.

Article 3. The Board of Directors, the Supervisory Board, and the Board of Managers of the Company, based on their functions, tasks and powers, are responsible for organizing and implementing the contents of this General Mandate on the basis of compliance with the provisions of Law, Charter and Regulations of the Company.