**SRT: Annual General Mandate 2024**

On April 29, 2024, Saigon Railway Transport Joint Stock Company announced General Mandate No. 01-24/NQ-DHDCD as follows:

Article 1. Approve the following contents:

1. Report on activities of the Board of Directors in 2023

* Production and business results in 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | 2023 Plan  (According to the Annual General Mandate 2023) | Results 2023 | Results/Plan (%)  (%) |
| I | Total revenue | Million VND | 1,769,000 | 1,708,313 | 96.57% |
| ll | Net revenue from goods sale and service provision | Million VND | 1,747,500 | 1,691,687 | 96.81% |
| 1.2 | Financial revenue | Million VND | 1,500 | 155 | 10.33% |
| 1.3 | Other operating revenue | Million VND | 20,000 | 16,472 | 82.36% |
| 2 | Profit after tax | Million VND | 600 | 10,763 | 1,793.83% |
| 3 | Rate of profit after tax/owners’ equity | % | 0.53% | 8.73% | 1,897.83% |
| 4 | Rate of profit after tax/charter capital | % | 0.12% | 2.14% | 1,783.33% |

1. Report on activities of the Supervisory Board in 2023.
2. Audited Financial Statements 2023
3. Business plan for 2024, with the following main targets:

* Total revenue: VND 1,836,300 million (equal to 107.5% compared to that of 2023).
* Total expense: VND 1,825,500 million (equal to 107.5% compared to that of 2023).
* Profit before tax: VND 10,800 million (equal to 100.3% compared to that of 2023).

1. Development investment plan in 2024:

Development investment plan for 2024 (Plan for using fixed assets depreciation capital in 2024) is expected to be made as follows:

* Source of capital for depreciation of fixed assets: VND 99,232.19 million.
* Use plan: VND 98,904.08 million.
* Remaining amount for provision: VND 328.11 million.

Explanation: The amount of depreciation of fixed assets expected in 2024 will increase by about VND 25.3 billion compared to that of 2023 (due to the expiration of the five years allowing for the extension of depreciation of new investment wagons in the 2016-2017 period). The total amount of depreciation continues to be arranged to supplement the missing capital, repay the principal of investment projects that have been settled and completed from the 2020s onwards, so there is no more capital allocated for all new investment needs/proposals of the units. In the above usage plan, VND 20.9 billion is prioritized for new investment in a number of retail machinery and equipment that are really necessary for the units (VND 2.9 billion) and 02 projects to upgrade and renovate 10 passenger carriages (about VND 18 billion) to supplement high quality carriages to serve passengers.

1. Report on dividend payment in 2023 and plan for profit distribution and dividend payment in 2024:

* Profit distribution, appropriation for funds and dividend payment in 2023: Production and business activities results in 2023: The Company's profit is VND 10,763,160,661, the accumulated loss as of December 31, 2023 is VND 381,426,002,131. Pursuant to the provisions of Article 13 of the Company's Charter promulgated on April 27, 2021, the Company will not pay dividends in 2023 and will only pay dividends when all of the above losses are offset.
* Plan for profit distribution and dividend payment in 2024: The Company's production and business plan in 2024 has a profit of VND 10,800,000,000. The planned profit is insufficient to offset the accumulated loss of VND 381,426,002,131. Therefore, the Company has no plan for profit distribution and dividend payment in 2024.

1. Salary and remuneration of the Board of Directors and the Supervisory Board in 2023 and plan for 2024:

Pursuant to Decree No. 53/2016/ND-CP dated June 13, 2016 of the Government and Circular No. 28/2016/TT-BLDTBXH dated September 1, 2016 of the Ministry of Labour – Invalids and Social Affairs, the Company determines the realized salary and remuneration of the Board of Directors and the Supervisory Board in 2023 and the plan in 2024 as follows:

1. Realized salary and remuneration in 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Position | Number of persons | Realized salary and remuneration in 2023 | Realized salary and remuneration fund in 2023 |
| I | Board of Directors |  |  | 1,204,800,000 |
|  | Member (Capital representative) | 2 | 27,000,000 | 648,000,000 |
|  | Member (not representing capital) | 2 | 23,200,000 | 556,800,000 |
| II | Supervisory Board |  |  | 326,400,000 |
|  | Chief of the Supervisory Board | 1 | 23,200,000 | 278,400,000 |
|  | Supervisor (\*) | 2 | 2,000,000 | 48,000,000 |
|  | Total (I+II) | 7 |  | 1,531,200,000 |

1. Planned salary and remuneration for 2024:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Position | Number of persons | Planned salary and remuneration for 2024 | Planned salary and remuneration fund for 2024 |
| I | Board of Directors |  |  | 1,204,800,000 |
|  | Member (Capital representative) | 2 | 27,000,000 | 648,000,000 |
|  | Member (not representing capital) | 2 | 23,200,000 | 556,800,000 |
| II | Supervisory Board |  |  | 326,400,000 |
|  | Chief of the Supervisory Board | 1 | 23,200,000 | 278,400,000 |
|  | Non-executive Supervisor | 2 | 2,000,000 | 48,000,000 |
|  | Total (I+Il) | 7 |  | 1,531,200,000 |

1. Authorize the Board of Directors to select an audit company from the following list to audit and review the Financial Statements 2024 in accordance with the order and procedures prescribed by current law:

* VACO Auditing Company Limited.
* AASC Auditing Firm Company Limited.
* Nam Viet Auditing and Accounting Financial Consulting Services Co.,Ltd.
* UHY Auditing & Consulting Company Limited.

1. Approve the contents related to the merger of 02 companies, Hanoi Railway Transport Joint Stock Company and Saigon Railway Transport Joint Stock Company, including:

9.1 Consolidation plan

1. Plan to issue shares for swap

*Plan to issue shares to carry out business consolidation*

* *Name of Issuer: Công ty cổ phần Vận tải Đường sắt (tentatively translated as Railway Transport Joint Stock Company)*
* *Share name: Shares of Railway Transport Joint Stock Company*
* *Share type: Common shares*
* *Par value: VND 10,000/share*
* *Number of shares expected to be issued: 130,368,970 shares.*
* *Total expected value of issuance at par value: VND 1,303,689,700,000.*
* *Subject of the issuance: Existing shareholders of Hanoi Railway Transport Joint Stock Company, Saigon Railway Transport Joint Stock Company according to the list of shareholders at the time of recording the list of shareholders for swap.*
* *Issuance method: The Consolidated Company will issue 130,368,970 shares to swap all shares of shareholders in the Consolidated Company, including:*
* *The swap rate for shareholders of Hanoi Railway Transport Joint Stock Company is 1:1.09071.*

*01 share of Hanoi Railway Transport Joint Stock Company will be swapped with 1.09071 shares of the Consolidated Company.*

* *The swap rate for shareholders of Saigon Railway Transport Joint Stock Company is 1:0.85565.*

*01 share of Saigon Railway Transport Joint Stock Company will be swapped with 0.85565 shares of the Consolidated Company.*

* *Rounding principle: The number of shares swapped for shareholders of the Consolidated Company will be rounded down to the nearest unit.*

*For example: On the record date for the list of HRT's shareholders to swap shares, shareholder Nguyen Van A owns 123 HRT shares. At that time, shareholder A is entitled to 123 rights, these 123 rights will be swapped for the corresponding number of shares of the Consolidated Company, which is 123 X 1.09071 = 134.15733 shares. According to the plan for handling fractional shares, the number of shares shareholder A will receive from the Consolidated Company after rounding down to the unit is 134 shares.*

*Example 2: On the record date for the list of SRT’s shareholders to swap shares, shareholder Nguyen Van B owns 123 SRT shares. At that time, shareholder B will be entitled to 123 rights, these 123 rights will be swapped for the shares of the Consolidated Company, corresponding to 123 X 0.85565 = 105.24495 shares. According to the plan for handling fractional shares, the number of shares of the Consolidated Company that shareholder B will receive after rounding down to the unit is 105 shares.*

* *Principles for handling fractional shares: All remaining fractional shares due to the principle of calculation according to the share swap rate will be transferred to the state shareholder, Vietnam Railways, to own and manage. These shares will be restricted from transfer within 1 year from the date of completion of the issuance.*

*Shareholders of HRT and SRT approve the transfer of all fractional shares calculated based on the share swap rate to the state shareholder, Vietnam Railways, to own and manage.*

* *All additional shares issued to swap are not subject to transfer restrictions, except in the following cases:*
* *Shareholders of the Consolidated Company owning shares with transfer restrictions (employees' shares are purchased preferentially based on long-term work commitments) will also be subject to corresponding transfer restrictions when swapping shares of the Consolidated Company. The transfer of shares of the Consolidated Company complies with the provisions of the Company's Charter and the Law on equitization.*
* *The fractional shares of the offering that will be further distributed as prescribed above will be restricted from transfer within 1 year from the date of completion of the offering.*
* *Meets regulations on foreign ownership rate: The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure the share issuance meets the regulations on foreign ownership rate as prescribed by law.*
* *Expected implementation time: in 2024, after the State Securities Commission issues the Offering Registration Certificate. The General Meeting of Shareholders authorizes the Board of Directors to select and decide on an appropriate implementation time and extend the implementation time (based on the actual process approved by the State Securities Commission).*
* *Registration for depository and trading of issued shares: Issued shares will be registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for trading at the Upcom system of the Hanoi Stock Exchange (HNX) in accordance with the provisions of law.*

1. Business plan of the Consolidated Company
2. Consolidation contract
3. Charter of the Consolidated Company.
4. Results of election for positions:

* Members of the Board of Directors of the Consolidated Company include:

1. Mr. Do Van Hoan
2. Mr. Dao Anh Tuan
3. Mr. Thai Van Truyen
4. Mr. Nguyen Van Khien

* Members of the Supervisory Board of the Consolidated Company include:

1. Mr. Vu Dinh Diep
2. Mr. Le Tran Hung
3. Ms. Vuong Phuong Thao
4. Approve appointing Mr. Dao Anh Tuan as the General Manager of the Consolidated Company.

Article 2. This General Mandate was approved in full by the General Meeting of Shareholders of Saigon Railway Transport Joint Stock Company at the annual meeting on April 29, 2024.

The Board of Directors, the Supervisory Board, the General Manager of Saigon Railway Transport Joint Stock Company are responsible for implementing the contents and supervising the implementation of the General Mandate according to their authority, functions and duties; reporting to the General Meeting of Shareholders at the next meeting./.