**VMG: Annual General Mandate 2024**

On April 26, 2024, Vung Tau Petroleum Trading and Service JSC announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: Approve the Report on summarizing production and business activities in 2023 and business plan for 2024.

Production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2023 | Results 2023 | Rate |
| 1 | Sale volume | Tons | 17,700 | 77,925 | 440% |
| 1.1 | Residential Gas | Ton | 15,200 | 17,577 | 115.6% |
| 1.2 | Industrial Gas | Tons | 2,500 | 60,348 | 2,414% |
| 2 | LPG business revenue | Billion VND | 348 | 1,289 | 370% |
| 3 | Service revenue | Billion VND | 7 | 6.4 | 91.4% |
| 4 | Profit | Billion VND | 5 | 1.9 | 38% |

Plan 2024:

1. Business plan

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Results 2023 | Plan 2024 | Rate |
| 1 | Sale volume | Tons | 77,925 | 79,000 | 101% |
| 1.1 | Residential gas | Tons | 17,577 | 18,500 | 105% |
| 1.2 | Industrial gas tank | Tons | 60,348 | 60,500 | 100% |
| 2 | LPG business revenue (\*) | Billion VND | 1,289 | 1,314 | 102% |
| 3 | Other revenue | Billion VND | 6.4 | 7 | 109% |
| 4 | Profit before tax | Billion VND | 1.8 | 3.7 | 205% |

Note: (\*) Depending on monthly share price

1. Investment plan:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Content | Amount (million VND) | In which | |
| Owners’ equity | Loan capital + Other |
| 01 | 02 trucks of 2.5 tons | 1,000 | 300 | 700 |
| 02 | 15,000 12kg Empty gas tanks | 6,000 | 2,850 | 3,150 |
| 03 | 1,000 45kg Empty gas tanks | 1,300 | 500 | 800 |
| Total | | 8,300 | 3,650 | 4,650 |

Article 2: Approve the Report on the activities of the Board of Directors in 2023, and Operational plan for 2024

Article 3: Approve the Supervisory Board's Activity Report in 2023 and the work plan for 2024.

Article 4: Approve the Financial Statements 2023 audited by CPA Vietnam Auditing Company Limited.

Article 5: Approve the Proposal on selecting an audit company for the Financial Statements 2024.

Authorize the Board of Directors to select one of the following audit companies to be the audit company for the Company in the fiscal year 2024.

1. CPA Vietnam Auditing Company Limited
2. A&C Auditing and Consulting Company Limited
3. AFC Vietnam Auditing Company Limited

Article 6: Approve the Proposal on transactions between the Company and organizations affiliated to members of the Supervisory Board

* Affiliated organizations

1. Công ty TNHH Dầu Khí Thanh Tin (tentatively translated as Thanh Tin Petroleum Company Limited)
2. Công ty TNHH Chấn Cường (tentatively translated as Chan Cuong Company Limited)
3. Long Yin Long An Energy Development Investment Joint Stock Company

* Transaction contract: Buying and selling LPG goods; LPG transportation and filling services; Warehouse rental; Maintenance of empty tanks; Other transactions serve the Company's production and business activities.
* Authorize the Chair of the Board of Directors or the Board of Management to decide on specific terms and conditions, sign contracts and carry out transactions with the above affiliated parties, including agreements on amendment, supplement, termination (if any).

Article 7: Approve the Proposal on transactions between the Company and related organizations to the Chair of the Board of Directors

* Affiliated organizations

1. Dong Sai Gon Oil and Gas Company Limited
2. Ho Chi Minh City Energy Import And Export Joint Stock Company
3. Vina Benny Logictis & Terminal Port Joint Stock Company
4. Pacific Energy Group Joint Stock Company

* Transaction contract: Buying and selling LPG goods; LPG transportation and filling services; Warehouse rental; Maintenance of empty tanks; Other transactions serve the Company's production and business activities.
* Authorize the Chair of the Board of Directors or the Board of Management to decide on specific terms and conditions, sign contracts and carry out transactions with the above affiliated parties, including agreements on amendment, supplement, termination (if any).

Article 8: Approve the Proposal on transactions between the Company and organizations related to shareholders owning more than 10% of the Company's shares

* Affiliated organizations: Nguyen Long Company Limited - East Saigon Gas Station
* Transaction contract: Buying and selling LPG goods; Other transactions serving the Company's production and business activities.
* Authorize the Chair of the Board of Directors or the Board of Management to decide on specific terms and conditions, sign contracts and carry out transactions with the above affiliated parties, including agreements on amendment, supplement, termination (if any).

Article 9: Approve the Proposal on the Transfer of Assets at the Branch of Vung Tau Petroleum Trading and Service JSC in Dong Nai (Dong Nai Branch). Specifically:

* Transfer of all or part of the assets at Dong Nai Branch, including tangible assets, land lease rights, and LPG storage exploitation rights.
* Purpose: Supplementing working capital and investment capital to serve production and business activities, overcoming accumulated losses up to the present.
* Form: Based on the valuation results, determine the value of the LPG warehouse at Dong Nai Branch by an independent valuation company, widely sold publicly at an appropriate price.
* Use the proceeds from the sale of assets appropriately to serve purposes such as: Pay debts to suppliers; Supplement working capital for LPG production; Invest in gas tank shells; Complete the legal aspects of the Company's real estate; Pay off bank debt/personal loans and a number of other purposes serving the Company's operations.
* Authorize the Board of Directors to proactively search and contact interested partners to negotiate prices, specific terms and conditions to conduct asset sales in accordance with legal regulations and company rules.

Article 10: Approve the Proposal on liquidation of fixed assets

* Approve the plan to transfer all land use rights and assets attached to the Company's land at 110A Hoang Hoa Tham, Ward 7, Binh Thanh District, Ho Chi Minh City.
* Assign the Chair of the Board of Directors/General Manager of the Company to proactively carry out the transfer of assets mentioned above, which must not be less than VND 10 billion and according to the Company's Charter.

Article 11: Approve the Proposal on Capital Contribution, Buying and Selling Shares of Enterprises

* Approve the policy: Contributing capital/buying/selling shares of businesses in the same industry or businesses operating in other fields.
* Purpose: Expand the scope of operations of the Company
* Authorize the Board of Directors to:
* Decide on methods, procedures, and rate of capital contribution/purchase/sale of shares with businesses in the same industry or businesses operating in other fields.
* Organize and implement procedures for capital contribution/buying/selling shares in accordance with current legal regulations

Article 12: Approve the Proposal on the policy of private placement

1. Private placement plan

- Share name: Shares of Vung Tau Petroleum Trading and Service JSC.

- Share type: Common share

- Securities code: VMG

- Type of currency for issuance: Vietnamese Dong (VND).

- Par value: VND 10,000/share.

- Number of outstanding shares: 9,600,000 shares.

- Treasury shares: 0 shares

- Number of shares expected to be issued: 8,400,000 shares.

- Expected total value of issued shares based on the par value: VND 84,000,000,000.

- Rate of additional shares issued: 87.50% (8,400,000 to 9,600,000 shares)

- Form of the issuance: private placement for investors.

- Investor selection criteria: domestic and/or foreign organizations and individuals that meet the standards and conditions of professional securities investors and/or strategic investors according to the provisions of the Law on Securities.

- Transfer restrictions: The above-mentioned privately placed shared are limited to transfer within 03 years for Strategic Investors and 01 year for Professional Securities Investors from the date of completion of the offering, except in the case of transfer between professional securities investors or comply with court judgments and decisions that have come into legal effect, Arbitration decisions or inheritance according to the provisions of law.

- Plan for handling undistributed shares: The number of privately placed shares offered to investors that are not fully distributed (if any) will be continued to be offered by the Board of Directors to other subjects in need in appropriate ways and conditions, at reasonable prices under the principle of determining the offering price in the Issuance Plan, on the basis of ensuring that this private placement does not exceed the initial scope of the private placement, ensuring a sufficient increase in charter capital.

- Offering purposes: one or a combination of purposes (i) supplementing capital for production and business activities and supplementing the Company's working capital including but not limited to investing in new gas tanks; (ii) restructuring the Company's debts; (iii) additional capital for the Company to carry out purchase and sale transactions; and (iv) invest capital in subsidiaries, affiliated companies/joint ventures, and other units.

- Expected implementation time: in 2024 or 2025, after the General Meeting of Shareholders approves the Issuance Plan and receives written approval from the State Securities Commission. Currently, the Company is still in the process of searching, selecting potential partner(s), investors and negotiating the terms and conditions of the Company's offering with potential partner(s), investor(s). The Board of Directors will submit to the General Meeting of Shareholders for approval of the Issuance Plan after negotiations with the partner(s) are completed. The Issuance Plan will update specific information about the name of the Strategic Investor and/or professional securities investors and the number of shares offered to each Investor or authorize the Board of Directors to determine professional securities investors.

- Register additional securities and register additional transactions: All additional shares issued will be registered as additional securities at Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading on the Hanoi Stock Exchange after completing the offering in accordance with legal regulations.

- Public offering: In cases where investors participate in purchasing privately placed shares (including the case of handling undistributed shares) leading to the ownership rate of these subjects exceeding the ownership limit specified in Clause 1 of Article 35 of the Law on Securities, they are not required to carry out public offering procedures.

II. Plan for using the proceeds from the offering

All expected proceeds from the private placement will be used for one or a combination of the following purposes: (i) additional capital for production and business activities and additional working capital of the Company including but not limited to investing in new gas tanks; (ii) restructuring the Company's debts; and (iii) additional capital for the Company to carry out purchase and sale transactions; and (iv) invest capital in subsidiaries, affiliated companies/joint ventures, and other units.

The capital mobilized from the offering depends heavily on market factors and the general economic situation. In case of not raising enough money according to the stock issuance plan mentioned above, the Company will use the actual capital collected to carry out the issuance purpose, the capital shortage will be compensated with capital from undistributed profit after tax and mobilized loans from other organizations and individuals.

Article 13: Terms of enforcement

This General Mandate was unanimously approved in full by the General Meeting of Shareholders at the meeting and takes effect from the date of signing. The Board of Directors of Vung Tau Petroleum Trading and Service JSC is responsible for organizing the implementation of this General Mandate.