**VTD: Board Resolution**

On June 6, 2024, Vietourist Holdings Joint Stock Company announced Resolution No. 14/2024/NQ-HDQT on approving the implementation of the public offering plan, plan on using proceeds from the offering as follows:

‎‎Article 1. Approve the implementation of the public offering plan to existing shareholders of Vietourist Holdings Joint Stock Company approved by the General Meeting of Shareholders in Article 15 of Annual General Mandate 2024 No. 02/2024/NQ- DHDCD-VTD dated April 6, 2024. Specifically as follows:

1. Name of issuer: Vietourist Holdings Joint Stock Company.
2. Share name: Shares of Vietourist Holdings Joint Stock Company
3. Share code: VTD
4. Share type: Common shares
5. Par value: VND 10,000/share.
6. Current charter capital: VND 120,000,000,000
7. Total number of issued shares: 12,000,000 shares.
8. Number of treasury shares: 0 shares.
9. Number of outstanding shares: 12,000,000 shares.
10. Number of shares registered for offering: 12,000,000 shares.
11. Total offering value at par value: VND 120,000,000,000
12. Rate of shares registered for additional offering to total outstanding shares: 100%.
13. Offering price: VND 10,000/share
14. Total expected value of mobilized capital: VND 120,000,000,000
15. Expected charter capital after offering: VND 240,000,000,000.
16. Eligible buyer: Existing shareholders of the Company on the list of shareholders recorded by the Vietnam Securities Depository and Clearing Corporation on the record date to exercise rights to buy shares offered to existing shareholders.
17. Right exercise rate: 01:01 (on the record date for the list to exercise rights, shareholders owning 01 share are entitled to receive 01 right to buy and for every right to buy, they will be entitled to buy 01 new share.

For example: On the record date for the list of shareholders entitled to buy additional offered shares, shareholder Nguyen Van A owns 1,000 shares. At that time, shareholder A will be entitled to buy the number of newly offered shares corresponding to (1,000:1) X 1 = 1,000 shares.

1. Expected time for the offering: After the State Securities Commission issues the Registration Certificate on offering securities to the public, expected implementation in Q3/2024-Q4/2024.
2. Expected registration time to buy shares: The Board of Directors selected the specific time after receiving the Registration Certificate on offering securities

* According to the authorization of the General Meeting of Shareholders, the Board of Directors decides on the criteria for selecting Investors to offer undistributed shares as follows:
* Domestic and foreign organizations and individuals with interest, desire, and sufficient financial capacity to invest in shares of Vietourist Holdings Joint Stock Company;
* Investors who can contribute to the Company's development;
* Investors who do not have business activities that affect the Company's interests.
* In case the shareholder or investor is selected by the Board of Directors to continue distributing shares according to this offering plan, leading to owning the total number of voting shares exceeding the rate required to be publicly offered according to the provisions of law, that person is responsible for implementing procedures to publicly offer according to the provisions of law.
* Ensure not to distribute shares to subsidiaries or subsidiaries within the same holding Company according to the regulations in Clause 2, Article 195 of the Law on Enterprises 2020 No. 59/2020/QH14: “Subsidiaries are not allowed to invest in buying shares and contribute capital to the Holding Company. Subsidiaries of the same Holding Company are not allowed to concurrently contribute capital and buy shares for cross-ownership.”
* If the time required for distributing shares has expired (including the extended time, if any), if there are remaining undistributed shares, these shares will be canceled and the Board of Directors will decide on closing the offering.

26. Transfer restrictions:

* The entire number of shares issued to existing shareholders according to the rate of exercising rights to buy or shares purchased by investors due to the acquisition of rights to buy from existing shareholders are freely transferable.
* Shareholders in transfer restrictions still be entitled to receive the right to buy shares, the number of additional shares purchased from this right to buy is not subject to transfer restrictions.
* The remaining number of shares that are not fully distributed to existing shareholders offered to other investors are subject to transfer restrictions within 01 year from the date of completion of the offering in accordance with regulations.

Other contents on the public offering plan to existing shareholders stated in this Resolution was implemented according to General Mandate No. 02/2024/NQ- DHDCD-VTD dated April 6, 2024.

‎‎Article 2. Approve the detailed plan on using capital obtained from the offering of additional shares to the public according to the contents of Annual General Mandate 2024 No. 02/2024/NQ- DHDCD-VTD dated April 6, 2024 approved by Vietourist Holdings Joint Stock Company. Specifically as follows:

The entire amount of money expected to be obtained from the public offering of VND 120,000,000,000 will be used by Vietourist Holdings Joint Stock Company to buy 32 47-seat Hyundai coaches to supplement the VieTrip fleet, specifically:

|  |  |  |
| --- | --- | --- |
| Capital use purposes | Expected disbursement amount  (VND) | Expected disbursement time |
| Purchased 32 47-seat Hyundai coaches , in which: | | From Q3/2024 to Q2/2025 |
| * Payment for 32 47-seat Hyundai coaches (including VAT) | 116,435,000,000 |
| * Payment of 2% ownership registration fee, registration fee, inspection fee, road maintenance fees, dashcam, compulsory civil liability insurance, and vehicle physical insurance for 32 47-seat Hyundai coaches. | 3,565,000,000 |
| Total | 120,000,000,000 |  |

In case the shares are not fully distributed as expected and the amount of capital mobilized does not reach as expected, the Board of Directors will implement:

* Ask for extending the offering to continue offering the remaining shares to ensure compliance with the law.
* Mobilize loans from banks, and financial institutions, issue bonds, mobilize idle capital resources from customers or seek other sources of additional funding to compensate.
* Balance and adjust the amount used for issuance according to the actual amount collected.

‎‎Article 3. Approve the commitments of Vietourist Holdings Joint Stock Company when offering additional shares to the public

Vietourist Holdings Joint Stock Company committed to:

* The company is committed to ensuring that the public offering to existing shareholders is in accordance with the regulations on foreign ownership rates.
* The Company is not under criminal prosecution or conviction of crimes related to violating the order of economic management without having criminal records cleared;
* The Company committed to implementing securities registration and additional securities trading registration according to the regulations immediately after the end of the offering in accordance with the provisions of law.
* The Company committed to handling the remaining shares according to the regulations in Article 42 of Decree No. 155. In case these shares are distributed to investors, investors must implement procedures to publicly offer according to the regulations in Clause 1, Article 35 of the Law on Securities 2019. The Company committed to implementing in accordance with the provisions of law.
* The Company committed to compensating investors for damages incurred (if any) in case of an overdue period according to the regulations in Clause 3, Article 28 of Law on Securities No. 54/2019/QH14. If the payment term is over, the company will pay the paid amount of the investors and the interest for the overdue date (if any) with an interest rate equal to the deposit interest rate of individual customers, in VND, with a term of 01 month announced on the website of Joint Stock Commercial Bank for Foreign Trade of Vietnam at the time of payment.

‎‎Article 4. The Board of Directors assigned the Chair of the Board of Directors to implement the public offering to existing shareholders, specifically:

* Implement procedures to submit the Application for offering shares to existing shareholders to the State Securities Commission and explain related issues (when required);
* Actively select the appropriate offering time and notify shareholders after the State Securities Commission issues the Offering Registration Certificate.
* Prepare and submit to the Board of Directors for approval of dossiers related to additional securities registration at Vietnam Securities Depository and Clearing Corporation and registration of additional securities transactions on the Securities trading system (Upcom) after the issuance was approved by the State Securities Commission;
* Implement procedures for information disclosure in accordance with the provisions of law;
* Coordinate with the consulting unit to implement relevant tasks in accordance with the provisions of law and the Company’s Charter;
* The Board of Directors authorized the Chair of the Board of Directors to represent the Board of Directors to sign relevant documents and direct the implementation of next steps, ensuring compliance with the current regulations.

‎‎Article 5. Terms of enforcement

This Resolution takes effect from the date of its signing.

Members of the Board of Directors, members of the Supervisory Board, the Board of Management, and relevant functional departments are responsible for implementing this Resolution.