**VPA: Annual General Mandate 2024**

On June 20, 2024, VP Petrochemical Transport Joint Stock Company announced General Mandate No. 0124/VP-NQ-HDCD as follows:

Article 1: Approve the full report of the Board of Directors on the governance situation, the Board of Directors' activities results in 2023 and the Board of Directors' operating orientation in 2024; Approve the plan to liquidate VP Asphalt1 and VP Asphalt2 vessels to restructure the fleet in terms of type/size of transport service vessels. The salvage value is not lower than the book value and ensures enough payment to the banks financing the vessel purchase capital according to the signed credit contracts. Assign the Board of Directors to organize the implementation according to the provisions of law.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2023 | Results 2023 | Results/Plan (%) |
| 1 | Shipping volume | Tons | 138,000 | 125,915 | 91 |
| 2 | Number of shipments | Shipments | 60 | 60 | 100 |
| 3 | Number of days the vessel is in transport | Date | 670 |  |  |
|  | + Vessel VP ASPHALT 1 |  | 348 |  |  |
|  | + Vessel VP ASPHALT 2 |  | 322 |  |  |
| 3 | Transportation service provision activities |  |  |  |  |
| 3.1 | Revenue | Thousand VND | 145,536,862 | 149,911,480 | 103% |
|  | + Transportation revenue of Vessel VP ASPHALT 1 | - | 72953020 | 69,712,433 | 96 |
|  | + Transportation revenue of Vessel VP ASPHALT 2 |  | 72,583,842 | 79,868,034 | 110 |
|  | + Revenue from sales of goods and other services |  |  | 331,013 |  |
| 3.2 | Cost of transportation services |  | 129,927,145 | 142,786,247 | 110 |
|  | + Fixed asset depreciation expense |  | 25,869,876 | 25,869,875 | 100 |
|  | + Expense for repair, maintenance of vessels and subsidiary materials |  | 7,894,252 | 9,415,256 | 119 |
|  | + Insurance expense |  | 4,967,343 | 4,677,283 | 94 |
|  | + Fuel and lubricant expense |  | 59,364,120 | 70,730,610 | 119 |
|  | Labor expense |  | 15,821,767 | 14,566,106 | 92 |
|  | + Port fee expense |  | 13,735,391 | 14,623,188 | 106 |
|  | + Other expenses |  | 2,274,396 | 2,903,929 | 128 |
| 4 | Gross profit |  | 15,609,717 | 7,125,233 | 46 |
| 5 | Financial activities |  | (10,166,351) | (18,233,373) |  |
| 5.1 | Revenue from Financial activities |  |  | 1,709,163 |  |
|  | Interest from deposits and loans |  |  | 1,783 |  |
|  | Interest from foreign currency sales, exchange rate differences |  |  | 1,707,380 |  |
| 5.2 | Financial expense |  |  | 19,942,536 |  |
|  | Interest expense |  | 8,793,814 | 9,371,303 | 107 |
|  | Interest from exchange rate differences |  | 1,372,537 | 10,571,233 | 770 |
| 6 | Enterprise management expense |  | 4,340,961 | 4,328,104 |  |
| 7 | Other incomes |  |  | 5,173,340 |  |
| 8 | Other expenses |  |  | 2,957,316 |  |
| 7 | Total profit before tax |  | 1,102,405 | (13,220,220) | (1199) |

Article 2: Approve the full text of the assessment report of independent members of the Board of Directors in 2023.

Article 3: Approve the Financial Statements 2023 of the Company audited by An Viet Auditing Company Limited.

Article 4: Approve the full report of the Supervisory Board on the Company's business results, the activities of the Board of Directors, the Manager and the Self-assessment report on the activities results of the Supervisory Board in 2023; Operational orientation of the Supervisory Board in 2024;

Article 5: Approve the profit distribution plan 2023 in which the dividend paid per share in 2023 at 0%;

1. Profit distribution plan 2023

In 2023, the results of production and business activities of VP Petrochemical Transport Joint Stock Company are as follows:

* Total revenue: VND156,793,984,758;
* Total expenses: VND170,014,204,955;
* Profit before tax: VND(13,220,220,197)

With the above results of production and business activities in 2023, the Company's undistributed profit after tax accumulating as of December 31, 2023 is VND(161,587,109,469).

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2023 to approve:

* The dividend distribution per share in 2023 is 0%
* The Company's Funds appropriation rate in 2023 is 0%.

Article 6: Approve the Remuneration settlement of the Board of Directors, the Supervisory Board in 2023 and the plan on the remuneration payment for the Board of Directors and the Supervisory Board in 2024 as follows:

1. Total remuneration of the Board of Directors and the Supervisory Board in 2023 is VND614,737,422, of which:

* Remuneration of the Board of Directors: VND427,643,424
* Remuneration of the Supervisory Board: VND187,093,998.

1. Plan on the remuneration payment for the Board of Directors and the Supervisory Board in 2024:
   * Remuneration level: Calculated based on remuneration which is the average monthly income of the Company's employees multiplied by the position coefficient for each member according to the following table:

|  |  |  |
| --- | --- | --- |
| No. | Position | Coefficient |
| 1 | Remuneration for the Chair of the Board of Directors | 0.4 |
| 2 | Remuneration for members of the Board of Directors | 0.3 |
| 3 | Allowances for independent members of the Board of Directors | 0.3 |
| 4 | Chief of the Supervisory Board | 0.3 |
| 5 | Member of the Supervisory Board | 0.2 |

* + Method of paying remuneration to the Board of Directors and the Supervisory Board in 2024:
* Make temporary quarterly payments according to the estimated average monthly income of employees in the Company, then settlement at the end of the fiscal year;
* The Board of Directors will submit to the Annual General Meeting of Shareholders 2025 the Remuneration Settlement Report 2024.

Article 7: Approve the list of audit companies for the Financial Statements, authorize the Board of Directors to select one of the audit companies named in the list below to audit the Semi-annual Financial Statements and the Annual Financial Statements 2024 for the Company:

1. An Viet Auditing Company Limited
2. A&C Auditing and Consulting Company Limited
3. AFC Vietnam Auditing Company Limited
4. MOORE AISC Auditing and Informatics Services Company Limited
5. VACO Auditing Company Limited
6. PKF Vietnam Company Limited
7. AAC Auditing and Accounting Company Limited
8. Deloitte Vietnam Company Limited;
9. KPMG Limited Company.

Article 8: Approve the Company's production and business plan 2024 with the following main targets:

Unit: VND1,000

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Plan for  2024 | Results  2023 | Difference  Plan 2024 / Results 2023 | |
| Absolute | Change  (%) |
| I | Revenue from goods sales and service provision | 128,813,905 | 149,911,480 | (21,097,575) | 85.93% |
| II | Cost of service | 130,674,329 | 142,786,247 | (12,111,918) | 91.52% |
| III | Gross profit (III = I - II) | (1,860,424) | 7,125,233 | (8,985,657) | -26.11% |
| IV | Revenue from Financial activities |  | 1,709,163 | (1,709,163) |  |
| V | Expenses of financial activities | 17,364,127 | 19,942,536 | (2,578,409) | 87.07% |
| VI | Enterprise management expense | 4,431,107 | 4,328,104 | 103,003 | 102.38% |
| VII | Other profits |  | 2,216,024 |  |  |
| VIII | Profit before tax | (23,655,658) | (13,220,220) | (10,435,438) | 178.94% |
| IX | Corporate income tax expense |  |  |  |  |
| X | Profit after tax | (23,655,658) | (13,220,220) | (10,435,438) | 178.94% |

Article 9: Approve contracts and transactions between the Company and "affiliated persons" according to Clause 1, Article 167, Law on Enterprises No. 59/2020/QH14 and it must be approved by the General Meeting of Shareholders or the Board of Directors of the company, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Implementation partner | Transaction content | Number of common shares owned |
| 1 | Petrolimex Petrochemical Corporation -JSC (PLC) | Supply of lubricants | 43.78% |
| 2 | Petrolimex Asphalt Company Limited | Freight | 100% owned subsidiary of PLC |
| 3 | Vietnam Petroleum Transport JSC | Vessel management | 45.10% |
| 4 | VIPCO Crew Co.,Ltd | Supply of seafarers | 100% subsidiary |
| 5 | VIPCO Halong Co.,Ltd | Fuel trading broker | Capital of VIPCO |

Article 10: Terms of enforcement

Members of the Board of Directors, the Supervisory Board, the Manager of the Company and shareholders of the Company are responsible for implementing this General Mandate.

Assign the Board of Directors, the Supervisory Board and the Manager of the Company to implement the General Mandate in accordance with the provisions of the Charter of VP Petrochemical Transport Joint Stock Company./.