**VTX: Annual General Mandate 2024**

On June 19, 2024, Multi Modal Transport Holding Company announced General Mandate No. 01/VTX/NQ-DHDCD as follows:

Article 1: Approve the full text of the Reports:

* Report on the activities of the Board of Directors 2023 of the Company and the operation plan 2024;
* Report on the activities of the Supervisory Board 2023;
* Report on production and business activities 2023 and production and business plan 2024;

Unit: VND

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| --- | --- | --- | --- | --- |
| No.  | Targets | 2022 | 2023 | Increase/decrease in 2023 compared to 2022 (%) |
| 1 | Total asset value | 463,651,999,250 | 306,555,674,266 | -33.9% |
| 2 | Net revenue | 311,529,235,744 | 133,957,262,502 | -57.0% |
| 3 | Profit from business activities | (13,438,564,280) | (118,702,554,883) | 783.3% |
| 4 | Other profits | 23,080,446,052 | 67,398,262,668 | 192.0% |
| 5 | Profit before tax | 9,641,881,772 | (51,304,292,215) |  |
| 6 | Profit after tax | 7,652,811,125 | (78,047,718,591) |  |

 Article 2: Approve the Proposal of the Board of Directors on approving the Audited Financial Statements 2023.

Article 3: Approve the Proposal of the Board of Directors on the dividend payment 2023 and 2024, accordingly, dividends in 2023 and 2024 are 0% of the charter capital.

Article 4: Approve the Proposal of the Board of Directors on profit distribution and appropriation for funds 2023 of the Company as follows:

Unit: VND

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| No.  | Targets | Unit | Plan 2023 | Results 2023 | Rate |
| 1 | Total revenue | Million VND | 350,000 | 133,957 | 38% |
| 2 | Profit before tax | “ | 79,475 | (51,304) | -65% |
| 3 | Profit after tax | “ | 63,580 | (78,048) | -123% |
| 4 | Distribution of profit after tax | “ | 63,580 | 628 |  |
| 4.1 | Dividend payment |  |  |  |  |
|  | Dividend payment rate | % | 0% | 0% |  |
| 4.2 | Remuneration, allowance of the Board of Directors | “ | 0 | 628 |  |
| 4.3 | Bonus for the Board of Directors if the plan is met or exceeded | “ | 0 | 0 |  |
| 4.4 | Appropriation for bonus and welfare funds (0% of profit after tax) | “ | 0 | 0 |  |
| 5 | Remaining undistributed profit after tax | ” | 63,580 | (78,048) |  |

Article 5: Approve the Proposal of the Board of Directors on the main planning targets for 2024 as follows:

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| --- | --- | --- | --- | --- | --- |
| No.  | Targets | Unit | Results 2023 | Plan 2024 | Plan 2024/Results 2023 |
| 1 | Total revenue | Million VND | 133,957 | 350,000 | 261% |
| 2 | Gross profit | ” | (70,185) | 49,096 |  |
| 3 | Profit before tax | ” | (51,304) | 1,168 |  |
| 4 | Profit after tax | ” | (78,048) | 923 |  |
| 5 | Dividend | % | 0% | 0% |  |

Article 6: Approve the Proposal of the Supervisory Board on selecting an independent audit company for the fiscal year 2024. The General Meeting of Shareholders approved the list of independent audit companies and authorized the Board of Directors to select one of these audit companies to audit the Financial Statements for the fiscal year 2024 as follows:

* Ernst & Young Vietnam Limited
* KPMG Limited
* Deloitte Vietnam Company Limited
* PwC (Vietnam) Limited

Article 7: Approve the Proposal of the Board of Directors on the payment of remuneration and bonuses for the Board of Directors and the Supervisory Board 2023 and 2024 as follows:

1. Total remuneration paid to the Board of Directors and the Supervisory Board 2023: VND628,000,000.
2. Bonus for the Board of Directors and the Supervisory Board 2023: None.
3. Remuneration, and bonus for the Board of Directors and the Supervisory Board 2024:
4. Fixed remuneration for the Board of Directors and the Supervisory Board 2024:

Total remuneration, allowance for the Board of Directors and the Supervisory Board in 2024: VND230,000,000 (accordingly, the Board of Directors and Supervisory Board will not receive remuneration from April 2024 to the General Meeting of Shareholders 2025).

1. Bonus for the Board of Directors and the Supervisory Board 2024:

Bonus for completing the profit plan 2024 for the Board of Directors and the Supervisory Board at a specific bonus level of 1% of consolidated profit after tax (Audited Financial Statements) if consolidated profit after tax reaches or exceeds the yearly plan approved by the General Meeting of Shareholders.

Article 8: Approve the Proposal of the Board of Directors on contracts and transactions between the Company and subsidiaries/affiliated persons with the following contents:

1. Approve on signing and implementing contracts/transactions between Multi Modal Transport Holding Company (“Vietranstimex “) with the affiliated persons according to the provisions of Article 167 of the Law on Enterprises 2020. For contracts whose nature and value are under the authority of the Board of Directors, but in cases where all members of the Board of Directors are affiliated persons of the partners signing the contract/transaction, specifically as follows:
	1. Partners signing contracts/transactions with Vietranstimex include:
2. Subsidiaries and joint ventures of Vietranstimex;
3. Major shareholder of Vietranstimex
4. Relevant organizations/individuals of the subjects mentioned in points (a) and (b) above.
5. Enterprises specified in Clause 2, Article 164 of the Law on Enterprises 2020.
	1. Form of contract/transaction includes the purchase and sale of goods/services; the purchase and sale of assets; the leasing/renting of assets; loan/borrowing/financial support transactions; business cooperation; secured transactions (guarantee, pledge, mortgage, etc.); management consulting business; infrastructure/factory/equipment rental; cost-sharing transactions, collection and payment services.
	2. Value of contracts/transactions related to the above partners:
* For contracts/transactions of loaning, lending, and selling assets worth up to 10% of Vietranstimex's total asset value recorded in the most recent Financial Statements (the Board of Directors submitted to the General Meeting of Shareholders for approval of transactions/contracts with a value greater than 10% of the total value of Vietranstimex's assets recorded in the most recent Financial Statements).
* Other transactions/contracts with a value of up to 35% or transactions that result in the total transaction value arising within 12 months from the date of the first transaction being worth up to 35% or more of the total asset value recorded in the most recent Financial Statements (the Board of Directors submitted to the General Meeting of Shareholders for approval of transactions/contracts with a value of over 35% or more of the total value of Vietranstimex's assets recorded in the most recent Financial Statements).
* These contracts/transactions are all under the approval authority of the Board of Directors according to the Law on Enterprise, Law on Securities, the Company’s Charter, and current provisions of law.
	1. Applicable effect: Apply to contracts and transactions arising in the period from 2024 to before the Annual General Meeting of Shareholders 2025.
1. The General Meeting of Shareholders authorized the Board of Directors to approve the implementation of the above contracts and transactions between Multi Modal Transport Holding Company and its partners according to Section 1.1 of this Article, ensuring that these contracts/transactions are implemented on a fair basis and competitive terms, in accordance with the provisions of law, the Charter and Internal Regulations of Multi Modal Transport Holding Company.

Article 9: Approve the Proposal on the policy of selling assets of the Company, accordingly:

1. Sell real estate assets owned by the Company, specifically land plots and construction works on land at land parcel No. 79, map sheet No. 61, Binh Thanh Commune, Binh Son District, Quang Ngai Province.
2. Authorize the Board of Directors to have full authority to decide on issues related to the sale of this asset including but not limited to: time, selling price, partner selection, implementing procedures for transferring assets to the buyer, implementing procedures related to the sale/transfer of real estate assets at this address, and handle other arising situations (if any) in accordance with the provisions of law.
3. In case the buyer is an affiliated party of members of the Board of Directors, the Supervisory Board, the Executive Board, and affiliated individuals/organizations of the Company, the General Meeting of Shareholders authorizes the Board of Directors to select the selling price and partner on a competitive basis and sign and implement contracts/transactions related to the sale of this asset.

Article 10: Approve the Proposal on adjusting business lines, accordingly adjusting and supplementing details and canceling some business lines, and updating these contents into the Company's Charter, specifically as follows:

1. Amend details of business lines: includes 17 detailed business lines
2. Cancel the business line:

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| --- | --- | --- |
| No.  | Business line code | Names of canceled business lines from the list |
| 1 | 0710 | Iron ore mining |
| 2 | 0810 | Mining and quarrying of stone, sand, gravel, and clay. |
| 3 | 0990 | Mining and other ore mining support service activities |
| 4 | 4661 | Wholesale of solid, liquid, gaseous fuels and related productsDetails: Trading in petroleum and related products. |

1. The General Meeting of Shareholders agreed to assign and authorize the Chair of the Board of Directors and/or the legal representative to implement the necessary procedures to complete the change of business lines including but not limited to: Updating changes in business lines to the Company's Charter, implement procedures for registering changes to the Company's business registration content at the competent authority.

Article 11: Approve the Proposal of the Board of Directors on dismissing the member of the Board of Directors due to the resignation and electing additional members of the Board of Directors for the term 2024-2027, accordingly:

1. Mr. Bui Quang Lien was dismissed as a member of the Board of Directors according to the resignation from May 1, 2024.
2. Approved the additional election of 1 member of the Board of Directors for the term 2024- 2027.
3. Based on the election results, the candidates elected as members of the Board of Directors were additionally elected by the General Meeting of Shareholders, including:

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| --- | --- |
| No.  | Full name |
| 1 | Nguyen Quoc Thuc |

Therefore, the list of members of the Board of Directors after additional election includes:

1. Mr. Dang Doan Kien - Chair of the Board of Directors
2. Mr. Dang Vu Thanh- Member of the Board of Directors
3. Mr. Nguyen Quoc Thuc- Member of the Board of Directors

Article 12: Approve the Proposal of the Supervisory Board on dismissing the member of the Supervisory Board due to the resignation and electing additional members of the Supervisory Board for the term 2024-2027, accordingly:

1. Ms. Nguyen Thi Ngoc Anh was dismissed as a member of the Supervisory Board according to the resignation from August 10, 2023.
2. Approved the additional election of 1 member of the Supervisory Board for the term 2024 -2027.
3. Based on the election results, the candidates elected as members of the Supervisory Board were additionally elected by the General Meeting of Shareholders, including:

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| --- | --- |
| No.  | Full name |
| 1 | Nguyen Dang Truong |

Therefore, the list of members of the Supervisory Board after additional election includes:

1. Mr. Nguyen Mai Khanh Trinh- Chief of the Supervisory Board
2. Ms. Dinh Thi Phuong Vy- Member of the Supervisory Board
3. Mr. Nguyen Dang Truong- Member of the Supervisory Board

Article 13: Assign the Board of Directors of Multi Modal Transport Holding Company to organize the implementation of the contents stated in this General Mandate and report the implementation situation at the next Annual General Meeting of Shareholders.

Article 14: Terms of enforcement:

The Annual General Mandate 2024 of Multi Modal Transport Holding Company was prepared, announced and approved in front of all shareholders attending the Annual General Meeting of Shareholders 2024 at 3:15 p.m., June 19, 2024.

This General Mandate takes effect on the date of its signing.

Members of the Board of Directors, the Supervisory Board, the Board of Management and relevant departments/individuals are responsible for implementing this General Mandate.