**HSV: Extraordinary General Mandate 2024**

On July 29, 2024, HSV Viet Nam Group Joint Stock Company announced General Mandate No. 02/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Proposal on the share issue plan to increase charter capital in 2024 replacing Proposal No. 09/2024/TTr- HDQT-HSV approved by the Annual General Meeting 2024 of HSV Viet Nam Group Joint Stock Company in the Meeting on April 22, 2024.

Private placement to increase charter capital:

|  |  |  |
| --- | --- | --- |
| * Shares name
 | : | Shares of HSV Viet Nam Group Joint Stock Company |
| * Number of shares expected to be offered
 | : | 12,000,000 shares |
| * Total expected value of offered shares at par value
 | : | VND120,000,000,000 |
| * Type of offered share
 | : | Common shares |
| * Par value of share
 | : | VND10,000/share |
| * Issue price
 | : | VND10,000/share |
| * Issue form
 | : | Private placement |
| * Eligible buyer
 | : | Selection criteria:* Partners and investors with sufficient financial capacity;
* Investors wishing to contribute capital to the Company;
* Prioritize investors committing to accompany the Company long-term, and are able to support the Company in management, technology, and improve the Company's competitiveness and brand in the market.
 |
| * Number of investors for offering
 | : | Under 50 investors, excluding professional securities investors; |
| * Transfer of share purchase rights
 | : | The strategic investors allocated buying rights, in this case, are not allowed to transfer buying rights to another subject. |
| * Transfer restrictions
 | : | Shares of the private placement for investors will be restricted from transferring 100% of the number of shares purchased within 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering. |
| * Plan on handling the number of shares not fully distributed
 | : | In case the issued shares are not fully purchased by investors, the General Meeting authorized the Board of Directors to distribute to other subjects. The offering price for these subjects is under the principle of not being lower than the offering price for Investors. |
| * Registration for share purchase
 | : | Investors who meet the Investor criteria approved by the General Meeting or Board of Directors (if the General Meeting authorizes the Board of Directors to select) will register to buy shares and make payment at the Company according to the notice. |
| * Distribution term
 | : | The private placement will be implemented within 90 days from the date the competent authority approves the private placement. |
| * Implementation time
 | : | Expected in 2024. |
| * Plan on handling in case the proceeds from the offering are not enough as expected
 | : | The Company does not set a minimum successful offering rate. In case the offering is completed as regulated and the Company does not offer all the registered shares, the proceeds from the issue are not enough as expected, depending on the actual situation, the General Meeting authorizes the Board of Directors to implement the following solutions:* Request an extension of the offering to continue offering the remaining shares;
* Adjust the plan on using capital to suit the actual business situation
* Supplement the missing capital through bank loans under credit contracts and/or issue corporate bonds
 |
| * Plan on using capital
 | : | Invest 100% in buying Công ty TNHH Vận Tải H2 Việt Nam (tentatively translated as “H2 Vietnam Transport Company Limited”) |
| No.  | Purpose | Expected amount |
| 1 | Invest in buying H2 Vietnam Transport Company Limited with information as follows:* Business code: 0801182023
* Address: No. 1 Pham Su Menh Street, Quang Trung Ward, Hai Duong City, Hai Duong
* Charter capital: VND120 billion
 | VND120,000,000,000 |
| Total | VND120,000,000,000 |

Approve on amending the Charter for the increased capital after the issue: The General Meeting approved the amendment of articles related to charter capital, number of shares in the Charter on Organization and Operation of the Company, in accordance with the actual changes after the issue, and the provisions of law. The Board of Directors respectfully proposed that the General Meeting authorize the Board of Directors to amend the terms related to charter capital, number of shares in the Charter on Organization and Operation of the Company after completing the share issue according to the actual results of the issue, and authorize the Board of Directors and the Legal Representative to decide on tasks related to the amendment of the Charter under applicable laws.

* Implement for changing business registration contents: The General Meeting approved the change of business registration contents of the Company related to the actual changes brought about by the issues. The Board of Directors respectfully proposed that the General Meeting approve the authorization for the Board of Directors and Legal Representative to carry out the work related to changing the charter capital content in the business registration, according to the actual results of the issue, with the state competent authority.

‎‎Article 2. Approve the Proposal on supplementing some business lines

‎‎Article 3. Terms of enforcement.

This General Mandate was approved by the Extraordinary General Meeting 2024 of HSV Viet Nam Group Joint Stock Company and takes effect from the date of its signing.

Members of the Board of Directors, Audit Committee and Executive Board are responsible for implementing this General Mandate according to operational functions under applicable laws and the Charter on Organization and Operations of the Company.