**VTR: Board Resolution**

On September 9, 2024, Vietnam Travel and Marketing Transports Joint Stock Company announced Resolution No. 347-NQ/HDQT-VP on approving the implementation of the plan on public offering, the plan on using capital obtained from the offering, and the plan on ensuring the offering meets the regulations on foreign ownership rate as follows:

Article 1: Approve the implementation of increasing the charter capital according to the plan approved by the General Meeting of Shareholders in Annual General Mandate No. 197-NQ-DHDCD dated May 11, 2024.

Implement as authorized by the Annual General Meeting of Shareholders 2024, the Board of Directors of the Company approved on continuing the implementation of the public offering plan, specifically as follows:

1. Share name: Shares of Vietnam Travel and Marketing Transports Joint Stock Company
2. Share type: Common shares.
3. Par value: 10,000
4. Highest expected offering price: VND12,000/share.
5. Lowest expected offering price: VND12,000/share.
6. Number of shares registered for offering: 28,658,247 shares;
7. The rate of registered shares to be offered to the total number of outstanding shares: 100%.
8. Right exercise rate (in case of offering to existing shareholders under the rate): 1:1. On the record date for the list of shareholders to exercise rights, shareholder owning 01 share will be entitled to 01 right, shareholder owning 01 buying rights will be entitled to buy 01 new share.
9. Total expected value of mobilized capital: VND343,898,964,000.
10. Successful offering rate (in case of offering to implement the project) None.
11. Expected time for the offering: Q3-Q4/2024, after the State Securities Commission issues the Registration Certificate for public offering.
12. Distribution method:

* Distribution method: Offering to existing shareholders by the method of exercising rights to buy shares with the rate of 1:1. On the record date for the list of shareholders to exercise rights, shareholder owning 01 share will be entitled to 01 right, shareholder owning 01 buying rights will be entitled to buy 01 new share.
* Transfer the buying rights: Existing shareholders on the list on the record date for the list of shareholders to exercise rights to buy issued shares. Their buying rights are not transferable to others.
* Handling incurred fractional shares: For fractional shares incurred when exercising rights, the number of additional offered shares that shareholders have the right to buy will be rounded to the nearest unit.
* Method of handling fractional shares and shares not fully distributed: Shares offered to existing shareholders that are not fully distributed (due to existing shareholders not exercising their buying rights and/or for other reasons) and the fractional shares incurred due to rounding (if any) will be offered by the Board of Directors to other Investors (including other existing shareholders and investors) at a price not lower than the offering price to existing shareholders).
* The Board of Directors continues to search for and select other investors to continue distributing the number of fractional shares and shares not fully distributed, specifically:
* In case of offering to organizations, individuals, and affiliated persons, leading to the ownership rate of these subjects exceeding the ownership rate regulated in Points a, b, Clause 1, Article 35 of the Law on Securities and/or offering to organizations, individuals, and affiliated persons from 10% of charter capital or more: The Board of Directors will collect opinions of the General Meeting of Shareholders via a ballot to approve the List of expected Investors to be distributed.
* In case of offering to organizations, individuals, and affiliated persons less than 10% of charter capital: The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of investors and the number of shares distributed to each investor based on the following specific criteria:
* Domestic organizations or individuals with financial potential.
* In case of the expiration of the share distribution in accordance with the provisions of law (including the extended time, if any), if there are still shares not fully distributed, these shares will be canceled and the Board of Directors will decide on ending the offering.
* Transfer restrictions:
* Additional shares issued to existing shareholders are not restricted from transfer.
* The remaining number of shares not fully distributed to existing shareholders when offering to other investors will be restricted from transfer within 01 year from the completion date of the offering in accordance with the regulations.

Article 2: Approve the Plan on using the capital obtained from the public offering to increase charter capital

All proceeds from the offering to increase charter capital of VND343,898,964,000 will be used to supplement working capital and pay off the Company's loans.

Based on the current situation and the actual needs of the Company, the Board of Directors of Vietnam Travel and Marketing Transports Joint Stock Company approved the plan on using the capital obtained from the offering, the total expected proceeds is VND343,898,964,000, which will be used specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Amount (VND) | Expected disbursement time |
| I | Payment of due loans to banks | 313,083,334,841 | Q4/2024- Q1/2025 |
| 1 | Vietnam Joint Stock Commercial Bank of Industry and Trade - Branch 7 | 107,638,774,053 | Q4/2024- Q1/2025 |
| 2 | Joint Stock Commercial Bank for Investment and Development of Vietnam - Exchange 2 Branch | 113,410,839,626 | Q4/2024- Q1/2025 |
| 3 | Military Commercial Joint Stock Bank - Exchange 2 Branch | 42,411,894,847 | Q4/2024- Q1/2025 |
| 4 | Tien Phong Commercial Joint Stock Bank - Ho Chi Minh City Branch | 49,621,826,315 | Q4/2024- Q1/2025 |
| II | Salary payment for employees of the Company | 30,815,629,159 | Q4/2024- Q1/2025 |
| Total | | 343,898,964,000 |  |

Article 3: Approve the depository registration of additional securities, and additional trading registration for the number of shares of the public offering to increase charter capital

All shares of the public offering to increase charter capital will be deposited at the Vietnam Securities Depository and Clearing Corporation and registered for additional trading on the Hanoi Stock Exchange within 30 days from the end of the public offering of additional shares.

Article 4: Approve the Plan on ensuring the foreign ownership rate for the public offering to increase charter capital

1. Information on foreign ownership rate

* The maximum foreign ownership rate at Vietnam Travel and Marketing Transports Joint Stock Company according to the provisions of law is: 0% (Based on Official Dispatch No. 3164/UBCK-PTTT dated June 28, 2021, of the State Securities Commission on the notification dossier of the maximum foreign ownership rate at Vietnam Travel and Marketing Transports Joint Stock Company).
* The maximum foreign ownership rate at Vietnam Travel and Marketing Transports Joint Stock Company according to the decision of the General Meeting of Shareholders and the regulations of the Company's Charter: Not regulated

1. Plan on ensuring the maximum foreign ownership rate at the Company

As of June 30, 2024, the foreign ownership rate at the Company is 0.00%. In this offering, shares will be offered to investors who are existing shareholders, so the foreign ownership rate at the Company remains unchanged.

In case of handling the number of fractional shares incurred from rounding (if any) and shares not fully offered, the Board of Directors will decide on selling these shares to other subjects who are domestic shareholders and investors.

The Board of Directors of the Company commits to implementing the above plans and other necessary plans to ensure that the share issuance complies with the regulations on foreign ownership at the Company and relevant provisions of law.

Article 5: Approve on assigning and authorizing the Chair of the Board of Directors to prepare dossiers, and documents to report to the State Securities Commission, including but not limited to drafting, amending, and supplementing relevant documents of the Registration Dossier for Offering if requested by the State Securities Commission.

Article 6: Members of the Board of Directors, the General Manager, the Deputy General Managers of the Company, relevant Departments, Divisions, and individuals of the Company are responsible for the implementation of this Resolution.

This Board Resolution takes effect on the date of signing./.

On September 9, 2024, Vietnam Travel and Marketing Transports Joint Stock Company announced Resolution No. 349-NQ/HDQT-VP on approving the Registration Dossier for public offering as follows:

Article 1: Approve the Registration Dossier for public offering to increase charter capital as follows:

1. Registration Certificate for public offering of additional shares No. 345-CV/HDQT-VP dated September 9, 2024.
2. Business Registration Certificate No. 0300465937 was first issued by Ho Chi Minh City Department of Planning and Investment on September 27, 2024, 36th change was issued on May 27, 2024;
3. Charter on Organization and Operation of Vietnam Travel and Marketing Transports Joint Stock Company;
4. Annual General Mandate No. 197-NQ-DHDCD dated May 11, 2024, on approving the issuance plan, the plan on using capital, and the trading registration on the securities trading system;
5. Resolution No. 347-NQ/HDQT-VP dated September 9, 2024, on approving the implementation of the plan on the public offering of additional shares, plan on using capital obtained from the offering, plan on ensuring the offering meets the regulations on foreign ownership rate;
6. Resolution No. 349-NQ/HDQT-VP dated September 9, 2024 on approving the Registration Dossier for public offering;
7. The Prospectus;
8. The Audited Financial Statements 2022, 2023 (Consolidated and Combined);
9. The Reviewed Semi-annual Financial Statements 2024 (Consolidated and Combined);
10. Contract for consulting on registration dossier for public offering between Vietnam Travel and Marketing Transports Joint Stock Company and Viet Dragon Securities Corporation;
11. Commitment document to implement share trading registration;
12. Confirmation document of Joint Stock Commercial Bank for Investment and Development of Vietnam - Exchange 2 Branch No. 1948/BIDV.SGD2-KHDN2 signed on August 5, 2024 on opening a blocked account to receive money to buy shares of the offering;
13. The Commitment document on the Issuer was not under criminal prosecution or conviction of crimes related to violating the order of economic management without having criminal records cleared;
14. Documents related to the purpose of using capital from the offering;

* Credit Contract between Vietnam Travel and Marketing Transports Joint Stock Company and Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 7 - Ho Chi Minh City No. 1211/2023-HDCVHM/NHCT924-VIETRAVEL signed on December 12, 2023.
* The Official Dispatch No. 1573/2024/TB-CN7-KHL of Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 7 - Ho Chi Minh City signed on September 5, 2024 on confirming the credit outstanding balance
* Credit Contract between Vietnam Travel and Marketing Transports Joint Stock Company and Joint Stock Commercial Bank for Investment and Development of Vietnam - Exchange 2 Branch No. 01/2024/62715/HDTD signed on December 29, 2023.
* Official Dispatch No. 2185/BIDV.SGD2-KHDN2 of Joint Stock Commercial Bank for Investment and Development of Vietnam - Exchange 2 Branch signed on August 23, 2023 on confirming the credit outstanding balance.
* Credit Contract between Vietnam Travel and Marketing Transports Joint Stock Company and Military Commercial Joint Stock Bank - Exchange 2 Branch No. 147943.23.103.19251936.TD signed on July 12, 2023.
* The Official Dispatch of Military Commercial Joint Stock Bank - Exchange 2 signed on August 20, 2024 on confirming the credit outstanding balance.
* Credit Contract between Vietnam Travel and Marketing Transports Joint Stock Company and Tien Phong Commercial Joint Stock Bank No. 14/2024/HDTD/TTDT KHDNL2 signed on June 12, 2024.
* Official Dispatch No. 1572/CV-VT of Tien Phong Commercial Joint Stock Bank signed on August 14, 2024 on confirming the credit outstanding balance.

Article 2: Members of the Board of Directors, the General Manager, the Deputy General Managers of the Company, relevant departments, divisions, and individuals of the Company are responsible for the implementation of this Resolution.

This Resolution takes effect from the date of its signing.