



## TRANSIMEX CORPORATION

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HCMC, April 04<sup>th</sup>, 2018

### PROPOSAL

***(Cancel or continue to implement some issues of resolution No. 01/NQ.ĐHĐCĐ-TMS-2017 was approved by the Annual General Meeting of Shareholders, date April 22<sup>nd</sup>, 2017)***

***Pursuant to:***

- *The Enterprise Law;*
- *Charter of Transimex Corporation (“TMS” or “Company”);*
- *Resolution of the Annual General Meeting of Shareholders No.01/NQ.ĐHĐCĐ-TMS-2017 date April 22<sup>nd</sup>, 2017.*

Resolution of the Annual General Meeting of Shareholders No. 01 / NQ.ĐHĐCĐ-TMS-2017 dated 22/04/2017 has been approved the following issues:

- Investment to build the Northern Logistics Center Project (ICD-Que Vo)
- Issuance plan of VND 160 billion of convertible bonds in order to reserve capital for investment in ICD Que Vo project.
- Plan to issue shares under the Employee Stock Option Plan (ESOP).

However, in 2017, the above issues have not been implemented for the following reasons:

1. Northern Logistics Center Project (ICD-Que Vo)  
After researching and studying the project, there has generated the legal issue that leads to the project being unfeasible and potentially risky: The location of land has not been planned as Inland Container Depot (ICD) by the Government in the ICD master plan of the whole country
2. The private offering plan of VND 160 billion of non-convertible bonds is the provision of capital for the investment of ICD Que Vo Project. Because of ICD Que Vo Project is not implemented, the private offering of VND160 billion non-convertible bonds will be cancelled
3. The plan to issue shares under the Employee Stock Option Plan (ESOP): according to the Resolution of AGM 2016-2017, the issuance of ESOP will be made after the issuance of convertible bonds and the issuance of shares for dividend payment of 2016. Because of issuance of convertible bonds and shares for dividend payment of 2016 were not completed, the ESOP had been not implemented in 2017.

**Regarding to the above reasons, the Board of Directors would like to submit to the General Meeting of Shareholders for approving the following issues:**

1. Canceling investment project to build the Northern Logistics Center in Article 7, the Resolution of Annual General Meeting of Shareholders No. 01 / NQ.ĐHĐCĐ-TMS-2017 dated April 22<sup>nd</sup>, 2017;
2. Canceling issuance plan of VND 160 billion non-convertible bonds in Article 9, Resolution of the Annual General Meeting of Shareholders No. 01 / NQ.ĐHĐCĐ-TMS-2017 dated April 22<sup>nd</sup>, 2017;

Implementing the plan to issue shares under the Employee Stock Option Plan (ESOP) in Article 10, Resolution of the Annual General Meeting of Shareholders No. 01 / NQ.ĐHĐCĐ-TMS-2017 dated April 22<sup>nd</sup>, 2017.

Sincerely,

**ON BEHALF OF BOD  
Chairman**

**BUI TUAN NGOC**