



## TRANSIMEX CORPORATION

Head Office: 172 (9th-10th Fl.) Hai Ba Trung St., Dakao Ward, Dist. 1, HCMC, Vietnam

Tel: (84-28) 2220 2888 Fax: (84-28) 2220 2889

Website: [www.transimex.com.vn](http://www.transimex.com.vn)

### LIST OF DOCUMENTS SENDING SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

1	Voting card
2	Votes
3	Registration form to participate speech
4	Annual Report 2019
5	The Agenda of the Annual General Meeting of Shareholders 2020
6	The Meeting's Regulation
7	The report of the Board of Directors in 2019 and the plan of 2020
8	The report of the Board of Supervisors in 2019
9	The proposal for approving the Consolidated Financial Statements for the fiscal year 2019 of Transimex Corporation
10	The proposal of selecting the Auditing Company for fiscal year 2020
11	The proposal of the profit distribution for the fiscal year 2019 and the plan for the fiscal year 2020
12	The proposal of the plan of issuing convertible bond
13	The proposal of continuing the implementation of the shares private placement plan and to adjust some details in the plan
14	The proposal for the plan of private shares of reserve shares in case the foreign investor's ownership exceeds the maximum limit of 49%, which may arise during the conversion of the second phase of TMSCB2017 bond into June 2020
15	The proposal of cancelling the plan of straight bond issuance plan
16	The proposal of supplementation and change of business lines on the business registration certificate
17	The proposal of supplementation and amendment of the Charter of Transimex Corporation
18	The proposal of supplementation and amendment of the Management Regulation of Transimex Corporation



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### THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

**Time:** Jun 09, 2019, from 7:30 AM to 11:00 AM (Welcome delegates from 7:30 AM, Opening at 08:30)

**Location:** Novotel Hotel, 167 Hai Ba Trung Street, Ward 6, District 3, HCMC, Vietnam

No.	Contents	Present
<b>I.</b>	<b>Opening: 08h30</b>	
1.	Statement of opening reasons, introducing the participants	Organizing Committee
2.	Report of verification results for status of shareholders who attend the General Meeting of Shareholder	Ms. Le Thi Ngoc Anh Chief of BOS
<b>II.</b>	Approve for the agenda of the General Meeting of Shareholders	Chairman
<b>III.</b>	Approval of the Meeting's Regulation	Chairman
<b>IV.</b>	<b>Reports:</b>	
1.	The report of the Board of Management in 2019 and the plan of 2020	Mr. Bui Tuan Ngoc Chairman of the BOD
2.	The report of the Supervisory Board in 2019	Chief of BOS
<b>V.</b>	<b>Proposals:</b>	
1.	Approve for the Consolidated Financial Statements for the fiscal year 2019 of Transimex Corporation	Chairman
2.	The proposal of selecting the Auditing Company for fiscal year 2020	Ms. Le Thi Ngoc Anh Chief of BOS
3.	The proposal of the profit distribution for the fiscal year 2019 and the plan for the fiscal year 2020	Chairman
4.	The proposal of the plan of issuing convertible bond	Chairman
5.	The proposal of continuing the implementation of the shares private placement plan and to adjust some details in the plan	Chairman
6.	The proposal for the plan of private shares of reserve shares in case the foreign investor's ownership exceeds the maximum limit of 49%, which may arise during the conversion of the second phase of TMSCB2017 bond into June 2020.	Chairman
7.	The proposal of cancelling the plan of straight bond issuance plan	Chairman
8.	The proposal of supplementation and change of business lines on the business registration certificate.	Chairman
9.	The proposal of supplementation and amendment of the Charter of Transimex Corporation.	Chairman
10.	The proposal of supplementation and amendment of the Management Regulation of Transimex Corporation.	Chairman
<b>VI.</b>	<b>Discussion and voting voting</b>	
<b>Breaks 15'</b>		
<b>VII.</b>	<b>Announcing the results of counting votes</b>	Voting Counting Committee
<b>VIII.</b>	<b>Approve for the Minutes and Resolution of the meeting</b>	Secretary



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### THE MEETING'S REGULATION

Pursuant to:

- The Enterprise Law No.68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam date Nov 26th, 2014 and guiding documents;
- The 2006 Law on Securities amended and supplemented by Law No 62/2010/QH12;
- Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on securities markets;
- The Corporation's Current Charter and Management Regulation of Transimex Corporation ("the Company").

The Annual General Meeting of Shareholders ("AGM") of Transimex Corporation is organized according to the following rules and rules:

#### I. THE PURPOSE OF THE GENERAL MEETING REGULATIONS

- Ensuring compliance in accordance with the provisions of law;
- Ensuring the principles of publicity, democracy and legal rights of Shareholders.

#### II. MEETING AND VOTING PROCESS AT GENERAL MEETING OF SHAREHOLDERS

1. When registering to attend the General Meeting, the Organizing Committee shall grant to Shareholders or his/her Authorized Representative under the valid authorization of the votes and the voting card.
  - On **the votes**, there will be full information: Full name, Shareholder Code, total holding shares and/or shares owned by representation and each issue in the contents of the Agenda should be approved.
  - On **the voting card** printed their Shareholder Code, total holding shares and/or shares owned by representation.
2. Shareholders are entitled to attend and directly casts vote at the meeting. A General Meeting of Shareholders shall be held when it is attended by a number of shareholders represent at least **51%** of votes.
3. Shareholders attend after the opening of meeting; may register immediately and has the right to vote after registration; in this case, the effect of the previous voting shall be remained unchange.
4. The Chairman of the Board of Management is concurrently the legal representative of company who is also chairman of the Annual General Meeting of Shareholders 2020. During the meeting, Shareholders shall adhere to the instruction of the Chairman and behave politely. The chair and the secretaries are entitled to take necessary and reasonable measures to control the meeting in an orderly manner and in conformity with the ratified agenda so that it reflects the demands of the majority of participants;
5. The General Meeting of Shareholders shall discuss and vote on each issue on the Agenda: Approval of components of Chairman, the Meeting's Secretaries, Counting Board, the Agenda of the General Meeting of Shareholders, The Meeting's Regulation, Election Regulation and other cases. Shareholders shall vote at the Meeting by the method of raising their voting card to get voting ideas: "Approval", "Disapproval" or "Abstention".

6. Shareholders shall vote at the Meeting by the method of raising their voting card. The voting shall be carried out by collecting affirmative votes, negative votes, and abstentions; cross-marking (X) in the voting card.
  - **Valid ballot:** The ballots are issued by the Election Board, with no erasure and must be; Voted for equal or less than the required number of members of BOD and BOS approved by the AGM. Voted for candidates named in the list approved by the AGM.
  - In a voting card, the contents to be consulted are independent of each other. The invalidation of this content voting section will not affect the validity of other content.
  - In case Shareholders incorrectly votes or the voting card is no longer intact, Shareholders may contact the Organizing Committee to be re-granted a new voting card and must return the old voting card.
  - In case Shareholders registered to attend the Meeting, but for other reasons that cannot be present at the end of the Meeting, the shareholders must send back the voting card which voted for the issues to the Organizing Committee before leaving. If the shareholder does not return the voting card to the Organizing Committee, the Vote Counting Committee considers that the shareholder has no opinion on issues that need to be consulted.
7. **Organizing vote counting:** The vote counting shall be carried out by the Vote Counting Committee for each voting issue to report to the General Meeting.
8. **Formalities to ratify resolutions of the AGM of Shareholders:**
  - Resolutions shall be ratified when they are approved by a number of Shareholders that represents at least **51%** of votes of attending Shareholders.
  - A Resolution on one of the following issues shall be ratified when it is approved by a number of Shareholders that represents at least **65%** of votes of attending Shareholders: Types of shares and total amount of each type; Supplementation and amendment of the Charter and Management Regulation of Company; Changes of business lines; Change of the company's organizational structure; Project of investment or sale assets of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the company, Restructuring or dissolution of the company.
9. The content of the 2020 AGM is fully and honestly record by the Secretary. The Meeting Minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting.

*Sincerely Yours,*

**ON BEHALF OF THE BOD**

**CHAIRMAN**



Bui Tuan Ngoc



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### REPORT OF THE MANAGEMENT BOARD TO THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### I. BUSINESS RESULTS OF THE CORPORATION IN 2019

In 2019, the Board and the Executive Board always stuck to the Corporation's set business objectives and took measures to improve the quality and diversity of services, and develop services with great development potential.

*The (consolidated) operating results of Transimex in the fiscal year 2019 are as follows:*

Unit: VND million

No.	Items	2018 Result	2019 Result	2019 result vs 2018 result
1	Net revenue	2,323,712	2,340,091	100.70%
2	Profit before tax	263,329	256,285	97.32%
3	Ratio of profit before tax to total revenue	11.33%	10.95%	96.64%
4	Dividend	25%	20%	80.00%

#### II. ACTIVITIES OF THE BOARD IN 2019

##### 1. Members and the structure of the Board:

The Annual General Meeting of Shareholders (AGM) convened on 20/4/2018 elected the Board consisting of seven members for the term of 2018-2023, and the Board then elected its Chairman and Deputy Chairman.

As Mr. Vu Cuong, a member of the Board, had resigned from office, the AGM on April 27 elected Mr. Charvanin Bunditkitsada as a new member of the Board. The list of members of the Board as of December 31, 2019 is as follows:

No.	Full name	Title	Holding of voting shares as at 31/12/2019
1.	Bui Tuan Ngoc	Chairman	0.73%
2.	Le Duy Hiep	Deputy chairman	0.43%
3.	Vu Chinh	Member	0.51%
4.	Charvanin Bunditkitsada	Member	0
5.	Masafumi Inoue	Member	0
6.	Nguyen Bich Lan	Member	0.08
7.	Bui Minh Tuan	Member	14.29%

The Committees under the Board are as follows:

- Committee for PERSONNEL AND WAGE AND BONUS
- Committee for BUSINESS ADMINISTRATION AND FINANCE
- Committee for INVESTMENT AND DEVELOPMENT POLICIES
- Committee for JOINT VENTURE AND ASSOCIATION

## 2. Activities of the Board in 2019

- Để thực hiện các nhiệm vụ do ĐHĐCĐ giao, HĐQT Công ty đã tiến hành triển khai hoạt động theo quy định của Điều lệ Công ty, tuân thủ Luật Doanh nghiệp và pháp luật hiện hành.
- In order to perform the tasks assigned by the AGM, the Board carried out activities under the provisions of the Corporation's Charter and in compliance with the Enterprises Law and other applicable laws.
- All meetings of the Board were held and conducted in accordance with the Corporation's Charter, and was attended by the Board of Directors, the Supervisory Board, the Chief Financial Officer and Chief Accountant.
- The Board directly discussed and decided on the affairs to be submitted to the General Meeting of Shareholders for voting at the AGM. The Board also decided on other issues within its authority, approved the General Director's report, and listened to his report on the Corporation's business situation and results.
- The voting results showed a high consensus on the above affairs. All the minutes and resolutions of the Board have been agreed by its members and have been kept and disclosed in accordance with relevant regulations.
- Specifically, the Board held 12 meetings and issued 42 decisions in 2019, concretely as follows:
  - + 10 decisions concerning organizational structure, staffing and the wage fund;
  - + 12 decisions regarding financial investment and other financial activities;
  - + 11 decisions on investment in and development of logistics services; and
  - + 9 decisions on other operations of the Corporation.
- Regarding the organizational structure, staffing and wage fund, the Board has issued the decisions on the following issues:
  - (1) Approval of the Statement on 2018 Wage Fund Balance and Wage Plan for 2019;
  - (2) Adoption of the Statue on Representatives at Transimex-invested Enterprises;
  - (3) Appointment of Controllers for TMS Property, one of the Corporation's subsidiaries;
  - (4) Additional Appointment of the Corporation's Secretary;
  - (5) Changes to the Company's organizational structure (department merger and new department establishment);
  - (6) Removal of Mr. Nguyen Anh Minh from his position as Deputy General Director;
  - (7) Reappointment of the authorized representative to join the Board of Members of Transimex Real Estate One Member Co., Ltd. for the term from 14/08/2019 to 13/08/2024;
  - (8) Reappointment of the authorized representative to join the Board of Members of Transimex Hi Tech Park Logistics Co., Ltd. for the term from 08/09/2019 to 07/09/2024;
  - (9) Reappointment of the Chief Financial Officer and Chief Accountant; and
  - (10) Establishment of the Transimex Representative Offices in Ben Tre and Quy Nhon.
- In respect of financial issues, the Board kept close control over cash flows, minimized the cost of capital use, used of capital sources effectively, re-structured the investment portfolio and cut down ineffective investment portfolio, and timely arranged financial resources for the Corporation's projects. The Board also adopted and carried out the following works:
  - (1) VND300 billion worth of bonds and offer for sale of 10% of these bonds to the Corporation's strategic shareholders;

- (2) Approval of the credit line at Shinhan Vietnam Bank;
  - (3) Approval of using the Corporation's assets (shares) as guarantee for Thang Long Logistics Service Joint Stock Company;
  - (4) Approval of the renewal of the short-term loan contract at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (VCB – HCM City Branch);
  - (5) Approval of the plan for issuing shares to convert TMSCB2017 bonds and for paying interest on TMSCB2017 bonds;
  - (6) Approval of the addition to the agenda of the 2019 AGM: Issuance of shares under the Employee Stock Ownership Program (ESOP) (based on the policy approved by the AGM on April 20, 2018);
  - (7) Approval of the plan for implementation of the ESOP and the Regulations on Share Issuance under the ESOP;
  - (8) Approval of the modifications to the plan of distribution of arising fractional shares and unallocated ESOP shares as stated in the Board's Resolution No. 14/NQHĐQT NK5-TMS dated July 1, 2019 and the Regulation on Share Issuance;
  - (9) Approval of the 2018 dividend payment plan;
  - (10) Approval of the implementation of the plan of clean (non-convertible) bond issuance;
  - (11) Approval of the financial leasing limit to meet the Corporation's needs of capital for its business and investment activities;
  - (12) Approval of the plan to mobilize investment in the Corporation's projects.
- In respect of making investments in companies of the same industry to develop the Corporation's logistics service business of, the Board made the following decisions:
    - (1) Approval of the policy for the project to build a logistics center in Vinh Loc Industrial Park and in Hung Yen Province;
    - (2) Approval of the increase in shareholding ratio of Transimex and Vinafreight at VNT logistics (Stock symbol: VNT)
    - (3) Approval of the policy of continuing to extend the joint venture contract with Nippon Express Company when it expires;
    - (4) Approval of the policy on investment in expansion of the logistics center project in northern Vietnam;
    - (5) Approval of the plan to buy shares of Vinatrans Da Nang;
    - (6) Approval of the report on capital contribution to establish Vinh Loc Logistics Corporation;
    - (7) Approving the report on capital contribution to the Thang Long Logistics Center Project according to the investment progress (phase 2);
    - (8) Approval of the Corporation's investment situation report;
    - (9) Approval of the policy for the Corporation to carry out sale and lease back transactions for assets of one of the subsidiaries 100% owned by Transimex; and
    - (10) Some other decisions.
  - As required for listed companies, the Board have submitted its 6-month and annual reports to the State Securities Committee and the Ho Chi Minh City Stock Exchange, as well as posted them on the Corporation's website so that all shareholders can read them. This helped improve the transparency in corporate governance and enable shareholders to understand the Corporation's operating situation.

### III. RESULTS OF IMPLEMENTATION OF THE 2019 AGM

DECISIONS OF THE AGM	RESULT
The 2018 profit distribution plan and the plan of profit distribution for 2019	The 2018 profit distribution plan has been carried out.
Supplements and changes to be made to the Corporation's business lines stated in its Business Registration Certificate	Registration of such supplements and changes has been carried out.
Issuance of shares under the ESOP	The issuance has been done.
Issuance of clean bonds (worth VND300 billion) and individual shares	The Corporation has issued clean bonds worth VND150 billion. The Board is to submit to the AGM its proposal not to issue the remaining VND150 billion worth of bonds.
Selection of the audit agency for the fiscal year 2019	A&C Audit and Consulting Co., Ltd. has been selected.

### IV. THE BOARD'S SUPERVISION AND SUPPORT OF THE EXECUTIVE BOARD'S ACTIVITIES

The supervision by the Board over the Executive Board's activities was carried out through the Board questioning the Executive Board on business results at their regular meetings, and through many other activities. The Board always supervises the implementation of the business plan for 2019; strengthen corporate governance, internal control and risk control in the Corporation. The Chairman of the Board regularly attended weekly briefings of the Corporation, always supervised and timely directed the business activities of the Corporation.

The Board authorized the Executive Board to implement all resolutions adopted by the Board, and the Executive Board reported the implementation results to the Board.

The Board has the following comments on the performance of the Executive Board's duties in 2019:

- In 2019, the Executive Board directed the Corporation to carry out its business plan effectively, implemented all the resolutions of the AGM and the Board fully and properly, and developed investment projects of the Company actively and put them into operation with high efficiency.
- The Executive Board operated the Company in accordance with its functions and duties, internal management regulations, the Corporation's Charter and relevant laws and regulations.
- The Executive Board implemented all construction projects in accordance with the Corporation's procedures and regulations, and in compliance with the Resolution of the Board and the AGM.
- The Executive Board performed information disclosure strictly and properly.
- The Executive Board strictly and fully complies with regulations on periodic or extraordinary reporting to State management agencies.
- The Executive Board paid great attention to staff training, and improved management and professional capacity of the Corporation's employees.
- The Executive Board controlled financial activities effectively, ensuring sufficient funding for investment and business development activities.



## V. REMUNERATION OF THE BOARD'S MEMBERS IN 2019

No.	Full name	Title	Remuneration	Bonus	Total
1	Bui Tuan Ngoc	Chairman	65%	35%	100%
2	Le Duy Hiep	Deputy chairman	65%	35%	100%
3	Vu Chinh	Member	79%	21%	100%
4	Charvanin Bunditkitsada	Member	81%	19%	100%
5	Masafumi Inoue	Member	81%	19%	100%
6	Nguyen Bich Lan	Member	79%	21%	100%
7	Bui Minh Tuan	Member	79%	21%	100%

## VI. THE BOARD'S BUSINESS PLAN IN 2020

- To strive to achieve the following business targets set for the fiscal year 2019 as follows:

No.	Target	Amount (VND)
1	Net revenue	2,256,143
2	Profit before tax (FBT)	376,848
3	Dividend (in cash and/or shares)	20%

- To successfully organize the 2020 AGM and submit to the AGM issues within the authority of the AGM for approval.
- To command the Executive Board to take measures to overcome difficulties, recover soon after the Coronavirus disease.
- To continue implementing a sustainable logistics development strategy by developing green logistics, perfecting and expanding the logistics service supply chain across the country, and focusing investment on the Corporation's core business lines;
- To direct and support the Executive Board to carry out the Company's projects as well as the its business plan;
- To maximize the effectiveness of the Transimex Da Nang Logistics Center, the Logistics Center in Ho Chi Minh City Hi-tech Park, and Thang Long Logistics Center in Hung Yen Province;
- To coordinate with the Corporation's partners to put into exploitation the Mipex seaport in Hai Phong, for which an investment decision has been issued and implemented since 2018;
- To join the Corporation's partners in setting up a project to build Vinh Loc Logistics Center;
- To coordinate with the Corporation's major shareholders with the same business lines to develop and create new services for the Corporation;
- To continue making investments in companies of the same industry that have development potentials and provide supporting services for the Company; and to cooperate with these companies to build warehouses and yards efficiently;
- To effectively manage investments in joint ventures and associated companies through connection of services, business cooperation and participation in governance activities, etc. in order to improve investment efficiency;
- To continue directing and supporting the Executive Board to seek new projects, research and invest in logistics centers and warehouses in potential positions and improve the logistics service supply capacity of the Company to perfect its nationwide logistics service supply chain, especially in key provinces and cities;
- To implement activities to enhance risk management efficiency in the Company's business operations;

- To continue boosting the application of modern information technology systems in business operations, warehouse management, cost management, etc.;
- To focus on the human resource development policy by promoting the training, development and planning of the Company's human resources, with a view to consider human resources as an important factor that ensures the sustainable the Corporation's sustainable development in the next year as well as in the future.

The Board highly appreciates and thanks the Executive Board and all the staff members of the Company for their contributions to the successful implementation of the Corporation's business plan in 2019. The Board will join the Executive Board in taking measures to minimize the impacts of the COVID-19 pandemic and fulfill the 2020 business plan.

*Sincerely Yours,*

**ON BEHALF OF THE BOD**

**CHAIRMAN**



**Bui Tuan Ngoc**



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### SUPERVISORY BOARD REPORT FOR 2019

Based on the Supervisory Board's duties, powers and responsibilities as specified in the Charter of Transimex Corporation ("the Company"), the Supervisory Board respectfully presents its Business Performance Evaluation Report for 2019 to the Annual General Meeting of Shareholders ("the AGM") for the fiscal year 2020 as follows:

#### I. SUPERVISORY BOARD'S MEMBERS AND STRUCTURE

The 2018 AGM held on April 20, 2018 elected three new members to the Supervisory Board for its fifth tenure (2018-2023), and the board's head was elected by these three members, specifically as follows:

No.	Full name	Title	Holding of voting shares as at 31/12/2019
1.	Le Thi Ngoc Anh	Board's Head	0.01%
2.	Nguyen Kim Hau	Member	0.04%
3.	Phan Phuong Tuyen	Member	0.01%

#### II. INCOME OF THE SUPERVISORY BOARD'S MEMBERS IN 2019

No.	Full name	Title	Remuneration	Bonus	Total
1	Le Thi Ngoc Anh	Board's Head	79%	21%	100%
2	Nguyen Kim Hau	Member	79%	21%	100%
3	Phan Phuong Tuyen	Member	79%	21%	100%

#### III. ACTIVITIES OF THE SUPERVISORY BOARD

In 2019 the Board of Supervisors focused its activities on the following key areas:

- Supervision of the administration and operation of the Company's affairs as well as the implementation of the resolutions of the 2019 AGM and those of the Board of Management;
- Supervision of the Company's business activities, financial situation and the compliance with legal obligations; and detection and warning against potential risks (if any);
- Supervision of the Company's investment activities as well as its use and management of capital;
- Evaluation of semi-annual and annual financial statements;
- In addition, the Supervisory Board's representatives attended all the meetings of the Company's Board of Management to timely grasp the guidelines and directions for development of the Company.

#### IV. ADMINISTRATION AND BUSINESS ACTIVITIES OF THE COMPANY

1. **Administration activities:** The Board of Management regularly held meetings to make important management decisions. Accordingly, the Board of Management held quarterly and annual meetings in accordance with the Company's regulations. The Supervisory Board assesses that the Board of Management's activities have timely responded to the Company's business operations. Specifically, the Board of Management has issued important decisions on corporate governance and corporate development orientation. In

2019, the Board of Management issued a number of resolutions, which were all promptly executed by the Board of Directors.

- 2. Business activities:** The Company's business results in the year 2019 are summed up as follows:

Unit: VND million

No.	Items	2018 Result	2019 Result	2019 result vs 2018 result
1	Net revenue	2,323,712	2,340,091	100.70%
2	Profit before tax	263,329	256,285	97.32%
3	Ratio of profit before tax to total revenue	11.33%	10.95%	96.64%
4	Dividend	25%	20%	80.00%

- The Company's main business activities in 2019 were still well maintained, but its FBT was lower than in the previous year mainly due to the decrease in profits at its joint ventures and associated companies.
- In 2019 the Company made more capital investments in the following associated companies:
  - + Marine Supply and Engineering Service Joint Stock Company (MAC), where the Company is holding 32.24% of its charter capital;
  - + Van Cargoes and Foreign Trade Logistics JSC (VNT), where the Company is holding, both directly and indirectly, 26.24% of its charter capital;
  - + Transport and Trading Services Joint Stock Company (TJC), where the Company is holding 25.86% of its charter capital;
  - + Vinh Loc Industrial Parks Power Joint Stock Company, where the Company is holding 20% of its charter capital;
  - + Central Transportation Forwarding Joint Stock Company (Vinatrans Da Nang), where the Company is holding, both directly and indirectly, 28.77% of its charter capital.
- As the competition on prices and market shares has been increasingly fierce, the Board of Management and the Executive Board have adopted many sound development directions, including the construction of modern warehouses to meet the market demands and the preparation of breakthrough business plans, for the sustainable development of the Company as well as for the interests of shareholders.

## V. CONCLUSIONS AND RECOMMENDATIONS

The Company's activities in the past year complied with the Enterprise Law, the Securities Law, the Company's Charter and relevant regulations and were in accordance with relevant resolutions of the AGM and the Board of Management. The Company's information disclosure activities also observed all regulations applicable to listed companies.

As the Company's development pace and operating scale are increasing over time, the Supervisory Board would like to propose that the following recommendations should be realized if the Company is to bring into play its 2019 results and achieve the targets set for 2020:

- Continuing to review the operations of some subsidiaries and departments that operated inefficiently in 2019 in order to help them overcome difficulties and to improve the overall efficiency of the Company
- Working out specific solutions to cope with the impacts the COVID-19 pandemic, which has been affecting the global economy, may have on each business segment of the Company in order to minimize risks and to make adequate adaptations for the time being

and in the future.

- It is necessary to maintain and promote the close cooperation between units of all levels in the Company in order to ensure the continued improvement of the Company's management and operation efficiency.

The above content is the Supervisory Board's 2019 report to the AGM for the fiscal year 2020. The Board hereby expresses its sincere thanks to the Board of Management, the Executive Board and all the units of Transimex Corporation for creating favorable conditions for the Supervisory Board to fulfill its duties during the past year.

*Sincerely Yours,*

**ON BEHALF OF BOARD OF SUPERVISORS**

**CHIEF SUPERVISOR**



Le Thi Ngoc Anh



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### **PROPOSAL**

#### *Approval of the Consolidated Financial Statements for the fiscal year 2019 of Transimex Corporation*

Pursuant to:

- The Enterprise Law No.68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam date Nov 26th 2014 and guiding documents;
- The Corporation's Current Charter.

Sincerely presents to the General Meeting of Shareholders for approval of the Company's Consolidated Financial Statement for the fiscal year 2019 which has been audited by Auditing and Consulting Company Limited (A&C).

Audited Consolidated Financial Statement for the fiscal year 2019 were published on the Company's website and included in the documents of the General Meeting of Shareholders.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**

Bui Tuan Ngoc



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### PROPOSAL

#### *Approval of the selection of an independent Auditing Company for fiscal year 2019.*

Pursuant to:

- The Enterprise Law No.68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam date Nov 26th, 2014 and guiding documents;
- The Transimex Corporation's Current Charter.

According to the regulation, the selection of an Auditing Company for a public company must be satisfied the following conditions:

- (1) The Auditing Company is on the list of approved auditing companies for the public interest companies in 2020.
- (2) Having reputation and prestige to enhance credibility and trust for reading of corporation's financial statements;
- (3) Must be elected by Shareholders in Annual General Meeting of Shareholders;
- (4) The reasonable auditing cost.

To enable the Board of Management to actively choose an independent Audit Company for fiscal year 2020 with the most reasonable conditions. The Supervisory Board of Transimex Corporation sincerely presents to General Meeting of Shareholders about authorizing the Board of Management to select an independent Auditing Company for fiscal year 2020.

Based on the criterions of commitment, professionalism, resources, cost, and other necessary criterions, The Board of Management will decide to select one of Audit Company that is approved and allowed to audit the listed companies by The State Securities Commission of Vietnam.

*Sincerely Yours,*

**ON BEHALF OF BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**

Le Thi Ngoc Anh



## TRANSIMEX CORPORATION

Head Office: 172 (9th-10th Fl.) Hai Ba Trung St., Dakao Ward, Dist. 1, HCMC, Vietnam

Tel: (84-28) 2220 2888 Fax: (84-28) 2220 2889

Website: [www.transimex.com.vn](http://www.transimex.com.vn)

### PROPOSAL

*Subject: Profit distribution and dividend payment for fiscal year 2019 and the planning of the fiscal year 2020*

Pursuant to:

- Resolution of the Annual General Meeting of Shareholders date April 27th, 2019;
- Audited Financial Statements of 2019;
- Business plan of 2020.

Sincerely presents to the General Meeting of Shareholders to approve the profit distribution and dividend payment for fiscal year 2019 and the plan of profit distribution in 2020 as follows:

#### 1. Report of profit distribution for fiscal year 2019:

No.	Items	Amount (VND)
<b>1</b>	<b>Realized Profit (Fiscal year 2019)</b>	
1.1	Profit before tax (consolidated)	256,285,127,180
1.2	Business income tax	30,961,614,571
<b>1.3</b>	<b>Profit after tax (consolidated)</b>	<b>225,323,512,609</b>
<b>1.4</b>	<b>Profit after tax (consolidated of Parent Company)</b>	<b>214,643,661,753</b>
<b>2</b>	<b>Profit Distribution</b>	
	<b>Appropriated funds</b>	<b>33,907,436,279</b>
2.1	Appropriation for business promotion fund tax	21,393,571,816
2.2	Appropriation for bonus fund	6,775,408,309
2.3	Appropriation for welfare fund	2,518,801,228
2.4	Appropriation for The BOM's Fund and BOS	3,219,654,926
2.5	<b>Commendation and Reward:</b> Appropriation for the excess plan (5% of consolidated profit after tax) to the Board of Directors, Executive Board, and key staffs of company	0
<b>3</b>	<b>Dividend payment in 2019: 20% of Charter capital, in which: 5% in cash and 15% in shares</b>	<b>141,961,846,622</b>
<b>4</b>	<b>Consolidated retained earnings</b>	<b>38,774,378,852</b>

#### 2. The planning of profit distribution in 2020:

No.	Items	Amount (VND)
<b>1</b>	<b>Profit planning of 2020</b>	
1.1	Profit before tax (consolidated)	368,160,000,000
1.2	Business income tax	53,739,000,000



No.	Items	Amount (VND)
1.3	Profit after tax (consolidated)	314,421,000,000
<b>1.4</b>	<b>Profit after tax (consolidated of Parent Company)</b>	<b>304,322,000,000</b>
<b>2</b>	<b>Profit Distribution</b>	
	Appropriated Funds:	<b>43,509,000,000</b>
2.1	Appropriation for business promotion fund tax	29,268,000,000
2.2	Appropriation for bonus fund	7,045,000,000
2.3	Appropriation for welfare fund	2,631,000,000
2.4	Appropriation for The BOM's Fund and BOS	4,565,000,000
<b>3</b>	Dividend payment in 2020: 20% of Charter of Capital; Methods of dividend payment: cash and / or share	163,256,120,500
<b>4</b>	<b>Commendation and Reward:</b> Reward the Board of Directors, Board of Supervisory, Board of Management, key personnel of the Company 5% of the excess plan of consolidated profit after tax.	

**3. Authorization for Board of Directors:**

- Deploying cash dividend payment, deciding and implementing the plan to pay dividends in shares in 2019 according to the law.
- Completing the registration documents for additional depository and listing after paying dividends in shares.
- Selecting the appropriate time to carry out the additional depository and listing registration after obtaining the HOSE approval.
- Making changes to the Charter capital on the Company's Business Registration Certificate.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**

Bui Tuan Ngoc



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## PROPOSAL

*Subject: Plan of issuing convertible bond*

Pursuant to:

- The Charter of Transimex Corporation;
- Resolution of Annual General Shareholders Meeting No. 01 / NQ.ĐHĐCĐ-TMS-2019;
- The Company's business and financial plan, as well as capital needs for project investment.

Sincerely presents to the General Meeting of Shareholders for approval of the Plan of issuing convertible bond as follows:

### 1. Issuer:

- Name: TRANSIMEX CORPORATION
- Head office address: 172 (9-10 Floor) Hai Ba Trung Street, Dakao Ward, District 1, Ho Chi Minh City, Vietnam
- Tel: (028) 2220 2888 Fax: (028) 2220 2889
- Business Registration Certificate: 0301874259 issued by Department of Planning and Investment Ho Chi Minh City for the first time on 03/12/1999, changed the 32nd on 20/05/2020.
- Legal representative: Mr. Bui Tuan Ngoc – Chairman of the BOD
- Charter capital: 631,104,100,000 Vietnam Dong (Six hundred thirty-one billion one hundred and four million one hundred thousand Dong)
- Business lines:
  - + International freight forwarding services by sea, air and multimodal transport.
  - + ICD Port service: inland clearance point; container yard for import and export goods; container transportation and transshipment services by inland waterway.
  - + Warehouse services (CFS warehouse, bonded warehouse, cold storage, general warehouse and distribution warehouse).
  - + Road transport services.
  - + Logistics 3PL.
  - + International and domestic routes container agency services.
  - + Office services for lease - real estate development investment.

**2. Purpose of issuance:** Issuing convertible bonds to mobilize investment capital for logistics center projects in the period of 2020-2021, and supplement capital for other businesses of the Company.

### 3. Terms and conditions of convertible bonds:

- Issuer: TRANSIMEX CORPORATION
- Name of bond: Transimex Corporation Convertible Bond 2020.
- Code of bond: TMSCB2020.
- Type of bond: Convertible and unsecured bond.
- Currency of issue and payment: Vietnam Dong.
- Par value: 100.000 VND/Bond.

- Form of bond: Bonds are issued in the form of book entries.
- Venue of the issue: Head office of Transimex Corporation.
- Method of issuance: Public offering to existing shareholders.
- Issuance target:
  - + Shareholders existed in the list at the closing date for rights to buy the convertible bonds.
  - + The buying right is able to transfer in 01 (one) time at the latest 05 (five) working days before the last day of paying bond purchase according to the notice of the Company.
- Total volume of bonds offered: 2,000,000 bonds (Two million bonds), equivalent to VND 200,000,000,000 (Two hundred billion Vietnam Dong) (at par value), expected to carry out in 2 phases:
  - + 1st Phase: Estimated 1,000,000 bonds;
  - + 2nd Phase: Estimated 1,000,000 bonds.
- Bond term: 02 years from the date of issue
- Bond interest in VND: 6%/year
- Security: Bonds have no collaterals
- Selling price: At face value of VND 100,000/bond
- Expected time of release: In 2020 and 2021, after obtaining the State Securities Commission's approval.
  - + 1st Phase: In year 2020;
  - + 2nd Phase: In year 2021.
- Issuing ratio for existing shareholders:
  - + Expected 90: 1 (1 share is equivalent to 1 right, 90 rights to buy 1 convertible bond at the price of 100,000 VND/ bond).
  - + The rate of issuance for existing shareholders depends on the number of outstanding shares at the time of issuance and the number of bonds issued in each period.
- Principles of rounding bonds and Plan for dealing with odd and undistributed bonds: The right to buy bonds will be rounded down to the unit. The number of bonds refused to buy, odd bonds will be distributed by the Board of Directors at a price not lower than the issue price for existing shareholders, and under the conversion conditions equivalent to existing shareholders.
- Provisions on listing convertible bonds: The General Meeting of Shareholders authorizes the Board of Directors to decide the appropriate time to carry out the procedures for registration of convertible bonds at Vietnam Securities Depository and list the bonds on the Stock Exchange.
- Provisions on transfer restriction:
  - + Convertible bonds are free to transfer. But undistributed and odd bonds (if any) which are authorized the Board of Directors to re-distribute, according to regulations, will be restricted from transferring within 1 year from the end of the offering.
  - + Bond ownership ratio of foreign investors does not exceed 49% of total bonds of this issuance.
- Conversion right:
  - + Bondholders are entitled to convert 50% of the bonds on the day completed the first year since the issue date and the remaining 50% on the maturity date of the Bonds.
  - + Bondholders may not perform or perform partial conversion.

- + Un-converted bond principal will be paid to shareholders on the day completed the first year since the issue date and maturity date of the Bond.
- + Shares that bondholders receive when converting bonds will be listed and traded at the Stock Exchange.
- + The General Meeting of Shareholders authorizes the Board of Directors to redistribute the Conversion Rights arising due to the bondholders do not carry out the conversion, to ensure to meet the regulations on the ownership ratio of foreign investors, in accordance with the applicable laws in converting bonds into shares.
- Conversion price: Conversion price is determined by 80% of book value of shares based on the most recent audited consolidated financial statements up to the Conversion Date but in no case is higher than VND 15,000 / share.
- Conversion rate:

$$\text{Conversion rate} = \frac{\text{Bond par value}}{\text{Conversion price}}$$

- Conversion price adjustment:
    - + The Conversion price may be adjusted according to the below Anti-Dilution Clause in the event that the book value mentioned above does not reflect the dilution events applied.
    - + The Board of Directors will determine the official conversion price and notice at each Conversion Notice.
  - Time for conversion request:
    - + Time for Conversion Request is a period of time that any bondholders may register to exercise the Conversion Rights attached to their bonds by sending the Conversion Request to the Issuer, and that Conversion Request, if properly sent to the Issuer as noticed, shall be binding on the Issuer.
    - + The time for Conversion Request and its form will be decided by the Issuer and notified to the bondholders provided that the conversion registration period must last at least 20 (twenty) days before each Conversion Day.
  - Conversion Day: Authorize the Board to select an appropriate conversion date.
  - Anti-Dilution Clause: In the period from the time of issuance to the conversion, to ensure the rights of bondholders, the convertible price of bonds will be adjusted in proportion to the reference price adjustment ratio of TMS shares on the Stock Exchange in cases of Issuer:
    - + Issue bonus shares to existing shareholders.
    - + Issue shares to existing shareholders at a price lower than the market price at the time of issuance.
    - + Pay dividends by stocks and / or cash.
    - + The conversion price will be adjusted according to the following formula:  
**Adjusted conversion price = Conversion price being applied \* PRt / PR (t-1)**
- where:
- PR (t-1): Is the closing price of TMS share before the ex-right trading days
- PRt: The adjusted reference price of TMS share on the above ex-right trading days
- Adjusted conversion price in any case not lower than face value.
- Principle of rounding the number of shares to be converted: When converting bonds into shares, the number of shares converted will be rounded down to the unit, the odd will be automatically canceled.

- Underwriting agent, payment agent, advisors and other related parties (if necessary): The General Meeting of Shareholders authorizes the Board of Directors to select organizations with appropriate functions.
- Issuing stocks at the time of conversion: At the time of converting bonds into shares, the Company will issue shares for the number of bonds to be converted and will increase its charter capital in proportion to the number of shares issued for that conversion purpose. At the same time, the Company will also carry out additional listing, registration and depository of issued shares for the purpose of conversion.
- Principal repayment:
  - + In case the bondholder does not exercise the conversion right, the Issuer pays the amount of principal corresponding to the un-converted convertible bonds.
  - + The bond principal after subtracting the value of bonds converted into shares will be rounded down to thousands of VND.
- Interest payment: Bond interest will be paid once a year on:
  - + The first day of the first year from the issuance date of that batch of bonds.
  - + The maturity date of that batch of bonds.
- The bond interest is calculated basing on the principal balance of the bond at the closing date of the bondholder list.

#### 4. Fundamental financial ratios:

No.	Items	2017	2018	2019
1	Owner equity (VND)	1,421,714,502,268	1,625,788,727,764	1,947,164,782,901
2	Debt / Equity ratio (%)	92.54%	94.75%	70.00%
3	Profit after tax (VND)	211,413,771,541	235,012,043,925	225,323,512,610
4	Net profit/Equity ratio (ROE) (%)	14.87%	14.46%	11.57%

**5. Auditor's opinion on financial statements of the fiscal year 2019:** In our opinion, the Consolidated Financial Statements referred to above give a true and fair view, in all material respects, of the consolidated financial position as of 31 December 2019, the Consolidated Financial Statements and the consolidated cash flows for the fiscal year then ended of the Group in conformity with Vietnamese Accounting Standards and System as well as regulations related to the preparation and presentation of the Consolidated Financial Statements.

#### 6. Purpose, plan of using the capital from the issuance:

- Capital raised from convertible bonds will be used to invest in projects to develop the logistics service infrastructures (at the parent company and / or through subsidiaries, joint ventures and associates); as well as to supplement the capital source for the Company's business and financial activities.
  - The General Meeting of Shareholders authorizes the Board of Directors to formulate and decide the detailed capital use plan, in accordance with the implementation schedule of the projects and the actual capital needs, complied with the above purposes of capital using.
- 7. Plan to arrange capital sources for bond principals and interest payment:** The bond principals and interest payment will come from cash flows of business activities and other legal capital sources of the company.
- 8. Commitment to disclose information:** Transimex Corporation commits to disclose information about the issuance of convertible bonds in accordance with the regulations of information disclosure under current applicable law.

9. Rights and responsibilities of investors buying bonds: The details will be publicly noticed in the Prospectus on bond issuance.
10. Rights and responsibilities of Issuer: The details will be publicly noticed in the Prospectus on bond issuance.
11. Responsibilities and obligations of organizations and individuals providing services related to the issuance of bonds: Will be detailed in service contracts related to the issuance of bonds.
12. The General Meeting of Shareholders authorizes the Board of Directors:
  - Basing on the actual progress of project investments and capital demands, to decide the number of phase of issuance and the number of bonds offered each phase; to decide the specific time to deploy the bond issuances.
  - Basing on the number of bond offered and the actual number of outstanding shares at the time of issuance, to determine the Issuing ratio for existing shareholders.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**



Bui Tuan Ngoc



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### PROPOSAL

*Subject: Approval to continue the implementation of the shares private placement plan and to adjust some details in the plan*

Pursuant to:

- The Charter of Transimex Corporation;
- Resolution of Annual General Shareholders Meeting No. 01 / NQ.ĐHĐCĐ-TMS-2019;
- The Company's business and financial plan, as well as capital needs for project investment.

Respectfully propose to the Board of Directors for approval to continue the implementation of the shares private placement plan which was approved by the General Meeting of Shareholders 2019 and to adjust some details in the plan to submit to the next General Meeting of Shareholders. Details are as follows:

#### **1. Summary of the shares private placement plan has been approved by the 2019 General Shareholder Meeting:**

- Purpose of issuance: Capital mobilization for debt structure (payment of Transimex Corporation's 2019 bond principal when it comes maturity) and additional business capital.
- The private placement plan:
  - + Number of shares offered: Maximum 10% of the total outstanding shares after issuing, equivalent to 11.11% of the total estimated outstanding shares at the end of 2019. The estimated amount of share issued is 7,066,000.
  - + Offering method: Private placement
  - + Target investors: Domestic and/or foreign investors (less than 100 investors excluding professional securities investors).
  - + Criteria for selecting investors: Investors have relevant business lines, financial potential and can support the Company's business operations.
  - + Offering price: Not less than 1.3 times of the book value of share on the latest quarterly consolidated financial statements upon the time of issuance.
  - + Total expected amount are mobilized from the issuance 260,000,000,000 VND.
  - + Time of implementation: In 2019 and 2020.

#### **2. Proposed adjustment to the private placement plan:**

- Purpose of issuance: Capital mobilization for debt structure (payment of Transimex Corporation's 2019 bond principal when it comes maturity) and supplementing capital for the Company's investment and business activities.
- The private placement plan:
  - + Number of shares offered: Maximum of 15% of total outstanding shares at the time of issuance, equivalent to about 13.05% of total outstanding shares after the issuance.
  - + Offering price: Not less than 1.3 times of the book value of share on the latest audited consolidated financial statements upon the time of issuance.

- + Total expected amount mobilized from the issuance: With the estimated number of outstanding shares at the end of 2020 is 80.8 million shares, the proceeds from the private placement of 15% of the outstanding shares is estimated at VND 418 billion.
- + Time of implementation: In 2020 and 2021.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**



Bui Tuan Ngoc





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### PROPOSAL

*Subject: The planning of the private placement of shares to prevent the case the ownership rate of foreign investors exceeds the maximum limit of 49%, which may arise in the second conversion of TMSCB2017 bonds in June 2020*

Pursuant to:

- Charter of Transimex Corporation;
- The issuance plan of convertible bonds of Transimex Corporation in 2017 (TMSCB2017) was approved in the Resolution of the Annual General Meeting of Shareholders in 2017.

Sincerely presents to the General Meeting of for approval the private placement of shares for prevention in case the ownership rate of foreign investors exceeds the maximum limit of 49%, which may arise in the second conversion of TMSCB2017 bonds in June 2020, detail as follows:

#### 1. Information of the issuing organization:

- Name of organization: Transimex Corporation.
- Business registration certificate no. 0301874259 issued by Department of Planning and Investment Ho Chi Minh City which first issued on December 03rd 1999 and the 32nd change on May 20th 2020.
- Address: 172 (9th – 10th floor) Hai Ba Trung Street, Da Kao Ward, District 1, Ho Chi Minh City, VN.

#### 2. Purpose of the issuance:

- Issuing a number of shares to domestic investors to ensure the ownership rate of foreign investors not exceed 49%.
- The case of the private placement of shares: After the second conversion of TMSCB2017 bonds to shares, the ownership rate of foreign investors exceeds 49%.

#### 3. Plan of the issuance:

- Name of shares offered for the issuance: Transimex Corporation.
- Type of shares to be offered: Common shares.
- Par Value: VND 10,000/share.
- The number of shares to be offered: Equal to the number of missing shares to reduce the ownership rate of foreign investors to 49%, to a maximum of 4,013,438 shares.
- The maximum number of shares to be issued is calculated based on the assumption: All of the bonds owned by domestic investors have the right to convert but not registered to convert into shares, while all of the bonds owned by foreign investors were converted into shares.
- The number of bonds owned by foreign investors with the right to convert in the second phase is 705,387 bonds. With the conversion price of VND 18,293 / share, the maximum number of shares converted from bonds owned by foreign investors is 3,886,048 shares.
- To the ownership rate of foreign investors is a maximum 49%, the number of shares must be issued to domestic investors is:

$$\frac{3,856,048}{49\%} \times 51\% = 4,013,438$$

- The number of shares to be offered for sale to domestic investors will decrease accordingly in case of arising shares converted from bonds owned by domestic investors.
  - Offering method: The private offering.
  - Offering objects: Domestic investors (less than 100 investors excluding professional securities investors).
  - Criteria for selecting objects to offer: The investors have financial potential and / or can support the Company's business operations.
  - Offering price: Not lower than the second conversion price of TMSCB2017 bonds into shares.
  - Transfer restriction: Shares issued by private placement shall be restricted transfer within 01 (one) year from the date of completion of the offering.
  - The plan of distribution odd shares and undistributed shares: The number of odd shares (if any) and the undistributed shares will be authorized by General Meeting of Shareholders to the Board of Directors deciding to offer the other objects (domestic organizations and individuals) so that the offering price for these objects must be greater than or equal to the price determined by the Board of Directors and offered to those previously issued.
  - The plan to use the capital gained from the offering: Using to supplement the business capital of the Company.
  - Execution time: In 2020, right after the second phase of conversion of TMSCB2017 bonds is made into shares and after the approval of the State Securities Commission.
  - Additional depository and listing the private placement shares: All the private placement shares will be additionally registered at Vietnam Securities Depository and will be additionally listed on the Ho Chi Minh Stock Exchange after completing the issuance.
- 4. Authority:** The Board of Directors submit to the General Meeting of Shareholders for consideration to authorizing the Chairman:
- Making an issuance plan and detailed capital usage plan according to the contents approved by the General Meeting of Shareholders.
  - Choosing the time of sale.
  - Selecting investors in accordance with set criteria.
  - Negotiating on price and other binding conditions to ensure successful capital raising and bring the best benefits to shareholders and the Company.
  - Deciding and performing the works and procedures involved in making the issuance. Depending on each specific case, the Chairman may authorize the General Director to sign the contracts and perform details of related works to complete the issuance.
  - Registration of additional depository at Vietnam Securities Depository, doing additional listing at the Ho Chi Minh Stock Exchange for the number of the private placement of shares. Implementing procedures for changing Business Registration Certificate with Department of Planning and Investment of Ho Chi Minh City after completing the issuance.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**



Bui Tuan Ngoc



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### PROPOSAL

*Subject: Approval of cancelling the plan of straight bond issuance plan.*

Pursuant to:

- Enterprise Law No. 68/2014 / QH13;
- Charter of Transimex Corporation;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ.ĐHĐCĐ-TMS-2019 approving the plan to issue VND 300 billion of straight bonds.

Sincerely presents to the to the General Meeting of Shareholders for approval the cancellation and not to continue issuing the remaining straight bonds VND 150 billion of the issuance plan, as follows:

**1. Straight bond issuance plan has been approved by the Annual General Meeting of Shareholders 2018-2019:**

Bond name	Transimex's 2019 Bond
Type of bond	Straight bond, have no convertible right, have collateral
Issuance method	Bond is issued via private placement through an offering agent
Total par value of issuance	Maximum 300,000,000,000 VND
Bond maturity	03 years after the issue date
Collateral	Shares of Vinafreight Joint Stock Company, Shares of Cho Lon Import Export and Investment Joint Stock Company (Cholimex), Shares of Transimex Corporation; and other legal assets of the Company
Expected issue date	In 2019

**2. Results of implementation of the plan in 2019:**

- The company issued VND 150 billion of bonds in December 2019.
- The basic terms of issued bonds are as follows:
  - + Bond name: Transimex's 2019 Bond (TMSBond2019)
  - + Total Par value of bonds: VND 150 billion
  - + Term: 3 year
  - + Due date: December 13, 2022
  - + Coupon rate: 6.9% / year
  - + Collateral: 22,746,000 shares of CLX and 4,459,395 shares of VNF.

**3. Reason for canceling the plan of issuing the remaining TMSBond2019 bonds:** The cancellation and not to continue the remaining plan of VND 150 billion of TMSBond2019 are due to the Company has found an alternative loan with better terms and conditions (the lender is Ryobi Holdings Co., Ltd. Ltd).

*Sincerely Yours,*

ON BEHALF OF THE BOD  
CHAIRMAN

Bui Tuan Ngoc



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### PROPOSAL

*Subject: Supplementation and change of business lines on the business registration Certificate of Transimex Corporation*

Pursuant to:

- The Enterprise Law No.68/2014/QH13 approved by the National Assembly of the Socialist Republic of Vietnam date Nov 26th, 2014 and guiding documents;
- The Transimex Corporation's Current Charter.

Sincerely presents to the General Meeting of Shareholders to consider and approve the amendment and change of business lines on the Business Registration Certificate as below:

**1. The business lines of Corporation are expected to change in details:**

**The current content:**

Industry name	Industry code
Real Estate Activities, trading of own or rented property and land use rights. Details: Apartment buildings	6810

**Modified content**

Industry name	Industry code
Real Estate Activities, trading of own or rented property and land use rights.	6810

Reasons for change: Expanding the scope of business activities in the field of real estate business such as: investing capital to carry out construction activities, buying, receiving transfer for sale, transfer; lease, sublease, lease purchase real estate; real estate brokerage service; real estate trading floor services; real estate consultancy or real estate management services for profit making purposes.

**2. The new additional detailed business lines of Corporation are expected to register:**

Industry name	Industry code
Electric power generation. Details: Wholesale electricity generated from solar power system	3511

Reasons for change: Selling excess electricity from solar power system at ICD Transimex and Transimex Hi Tech Park Logistics Co., Ltd to EVN.

- 3. Authorizing the Chairman carries out the legal procedures to supplement and change the above mentioned business lines.**

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**

Bui Tuan Ngoc



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### PROPOSAL

*Subject: Supplementation and amendment of the Charter of Transimex Corporation.*

Pursuant to:

- The Law on enterprises dated November 26th, 2014 and guiding documents;
- The Law on securities dated June 29th, 2006, the amendments to the Law on securities dated November 24th, 2010 and guiding documents;
- The Decree guidelines on Corporate Governance of Public Companies No. 71/2017/ND-CP dated June 6th, 2017;
- The Circular No. 95/2017/TT-BTC guiding a number of articles of the government's Decree No. 71/2017/ND-CP dated June 6th, 2017 guiding the corporate governance of public companies;
- The other relevant legal documents.

In order to ensure compliance with the current law, sincerely presents to the General Meeting of Shareholders to consider and approve through the following amended contents of current Charter, details are as follows:

#### 1. Amendment of Charter:

No.	Current regulations	Amending to Charter
1.	Clause r Article 1 – Interpretation	
	“Operating term” means the operating period of the Company as stipulated in Article 2 hereof and any extension (if any) passed by the General Meeting of Shareholders by the Resolution.	“Operating term” means the operating period of the Company as stipulated in Article 2 hereof.
2.	Clause 1.d Article 15 – Rights and duties of the General Meeting of Shareholders	
	d. <b>Short-term and long-term</b> business development plans of the Company.	d. <b>Long-term</b> business development plans of the Company.
3.	Clause 3 Article 18 – Convention, agenda and notice of General Meetings of Shareholders	
	Notice of the General Meeting of Shareholders shall be served to all Shareholders in a secured manner, and at the same time posted on the website of the Company and the State Securities Commission of Vietnam and Stock Exchange. The person who convenes the General Meeting of Shareholders shall give notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting <b>within fifteen (15) days before</b> the opening of the General Meeting of Shareholders...	Notice of the General Meeting of Shareholders shall be served to all Shareholders in a secured manner, and at the same time posted on the website of the Company and the State Securities Commission of Vietnam and Stock Exchange. The person who convenes the General Meeting of Shareholders shall give notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting <b>within ten (10) days before</b> the opening of the General Meeting of Shareholders...

No.	Current regulations	Amending to Charter
4.	Clause 2 Article 22 – Authority and procedures for collection of Shareholders' written opinions	
	The Board of Directors shall prepare written opinion forms, a draft resolution of the General Meeting of Shareholders, and other documents explaining the draft Resolution, and shall serve the same to all Shareholders within a reasonable period for consideration and shall serve the same for <b>at least fifteen (15) days</b> before the deadline for which they are required to return their written opinion forms...	The Board of Directors shall prepare written opinion forms, a draft resolution of the General Meeting of Shareholders, and other documents explaining the draft Resolution, and shall serve the same to all Shareholders within a reasonable period for consideration and shall serve the same for <b>at least ten (10) days</b> before the deadline for which they are required to return their written opinion forms...
5.	Clause 2.a Article 27 – Rights and obligations of the Board of Directors	
	a. Decide on <b>medium-term</b> development strategies, plans and annual business plans of the Company;	a. Decide on <b>Short-term, medium-term</b> development strategies, plans and annual business plans of the Company;
6.	Clause 1 Article 36 – Secretary:	
	The Board of Directors shall <b>appoint a maximum of two (02) Secretaries</b> with such terms and terms as determined by the Board of Directors. The Board of Directors may dismiss the Secretary of the Company at any time in accordance with the labour legislation.	<b>Where necessary, the Board of Directors and/or the Chairman shall hire secretaries</b> to assist the Board of Directors and the Chairman in performing their duties in accordance with law and the company's charter, with such terms and terms as determined by the Board of Directors. The Board of Directors may dismiss the Secretary of the Company at any time in accordance with the labour legislation.

## 2. Supplementation of Charter:

Current regulations	Supplementation of Charter
Clause 4 Article 21 – Approval of the Decisions at the General Meeting of Shareholders In case of two (02) or more candidates with the same number of votes for the last member of the Board or of the Supervisory Board, such member shall be elected amongst the number of candidates with the same number of votes or selected in accordance with the criteria in the regulations on election.	If the number of candidates is less than or equal to the number of members of the Board of Directors or Supervisors to vote, the election of members of the Board of Directors or the Supervisory Board may be conducted by the method of cumulative voting as above or by voting method (agree, disagree, have no opinion). The percentage of votes approved by voting method is implemented in Clause 2, Article 21 of this Charter.

3. This amended Charter shall take effect from the date that is approved by the General Meeting of Shareholders 2020 and signed by the Chairman.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**



Bui Tuan Ngoc



## TRANSIMEX CORPORATION

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Website: [www.transimex.com.vn](http://www.transimex.com.vn)

### PROPOSAL

#### *Subject: Supplementation and amendment of the Management Regulation of Transimex Corporation*

Pursuant to:

- The Law on enterprises dated November 26th, 2014 and guiding documents;
- The Law on securities dated June 29th, 2006, the amendments to the Law on securities dated November 24th, 2010 and guiding documents;
- The Decree guidelines on Corporate Governance of Public Companies No. 71/2017/ND-CP dated June 6th, 2017;
- The Circular No. 95/2017/TT-BTC guiding a number of articles of the government's Decree No. 71/2017/ND-CP dated June 6th, 2017 guiding the corporate governance of public companies;
- The other relevant legal documents.

In order to ensure compliance with the current law, sincerely presents to the General Meeting of Shareholders to consider and approve through the following amended contents of current Management Regulation, details are as follows:

#### 1. Amendment of Management Regulation:

No.	Current regulations	Amending to Management Regulation
1.	Clause d Article 10 – Contents to be approved at the General Meeting of Shareholders	
	d. <b>Short-term and long-term</b> business development plans of the Company.	d. <b>Long-term</b> business development plans of the Company.
2.	Clause 3 Article 8 – Notice of convening the General Meeting of Shareholders	
	Notice of the General Meeting of Shareholders shall be served to all Shareholders in a secured manner, and at the same time posted on the website of the Company and the State Securities Commission of Vietnam and Stock Exchange. The person who convenes the General Meeting of Shareholders shall give notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting <b>within fifteen (15) days before</b> the opening of the General Meeting of Shareholders...	Notice of the General Meeting of Shareholders shall be served to all Shareholders in a secured manner, and at the same time posted on the website of the Company and the State Securities Commission of Vietnam and Stock Exchange. The person who convenes the General Meeting of Shareholders shall give notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting <b>within ten (10) days before</b> the opening of the General Meeting of Shareholders...

No.	Current regulations	Amending to Management Regulation
3.	Clause 2 Article 23 – Procedures for collection of Shareholders’ written opinions	
	The Board of Directors shall prepare written opinion forms, a draft resolution of the General Meeting of Shareholders, and other documents explaining the draft Resolution, and shall serve the same to all Shareholders within a reasonable period for consideration and shall serve the same for <b>at least fifteen (15) days</b> before the deadline for which they are required to return their written opinion forms...	The Board of Directors shall prepare written opinion forms, a draft resolution of the General Meeting of Shareholders, and other documents explaining the draft Resolution, and shall serve the same to all Shareholders within a reasonable period for consideration and shall serve the same for <b>at least ten (10) days</b> before the deadline for which they are required to return their written opinion forms...

## 2. Supplementation of Management Regulation:

No.	Current regulations	Supplementation of Management Regulation
1.	Clause 1.b Article 9	
	<p>b. Shareholders shall choose the form of registration to attend the General Meeting of Shareholders in the manner as stated in the notice, including:</p> <ul style="list-style-type: none"> <li>- Vote and elect in person thereat;</li> <li>- Attend, vote and elect through teleconferences, remove voting or other electronic forms;</li> </ul>	<p>b. Shareholders shall choose the form of registration to attend the General Meeting of Shareholders in the manner as stated in the notice, including:</p> <ul style="list-style-type: none"> <li>- Vote and elect in person thereat. In addition, shareholders have the right to attend the General Meeting of Shareholders online, vote electronically or other electronic forms specified in Appendix I of the Regulation on guidelines for attending the General Meeting of Shareholders online and to cancel electronic votes attached to this regulation; ...</li> <li>- Attend, vote and elect through teleconferences, remove voting or other electronic forms in Appendix I of the Regulation on guidelines for attending the General Meeting of Shareholders online and to cancel electronic votes attached to this regulation; ...</li> </ul>
2.	Clause 2.a Article 9	
	<p>a. Shareholders who may attend the General Meeting of Shareholders in accordance with the laws, may authorize individuals or organizations to attend it. In case of more than one authorized representative, the number of shares and number of authorized votes shall be specified for each representative.</p>	<p>a. Shareholders who may attend the General Meeting of Shareholders in accordance with the laws, may authorize individuals or organizations to attend it. In case of more than one authorized representative, the number of shares and number of authorized votes shall be specified for each representative. In case of authorization to attend the General Meeting of Shareholders online, shareholders carry out the authorization at the electronic voting system as prescribed in Appendix 2 of this Regulation.</p>



No.	Current regulations	Supplementation of Management Regulation
3.	<p>Clause 3.b Article 9</p> <p>When registering a Shareholder, the Company shall issue to each Shareholder or its authorized representative with voting rights a Vote, including the registration number, full name of the Shareholder, the full name of the authorized representative and the number of votes, ballots of such Shareholder, or authorized representative. When voting at the General Meeting, after collecting in turn the number of affirmative votes and negative votes for the Resolution, count the number of affirmative votes and negative votes for determination. The total number of affirmative votes, negative votes, abstentions or invalid votes on each issue shall be notified by the Chairman immediately after voting on such issue. The General Meeting elects those who are responsible for counting votes or supervising vote counting at the request of the Chairman. The number of Members in the Vote counting committee shall be determined by the General Meeting of Shareholders at the Chairman's request.</p>	<p>When registering a Shareholder, the Company shall issue to each Shareholder or its authorized representative with voting rights a Vote, including the registration number, full name of the Shareholder, the full name of the authorized representative and the number of votes, ballots of such Shareholder, or authorized representative. In case the Shareholder registers to attend the online meeting, it is stipulated in Appendix 1 of the Management Regulations on guidelines for attending the online meeting of the General Meeting of Shareholders and electronic voting is attached to this Regulation.</p>
4.	<p>Clause 1.1 Article 12</p> <p>a. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be carried out by raising the Card, cast the Votes in person, cast the e-Votes or other electronic form.</p>	<p>a. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda.</p> <p>c. Shareholders, authorized representatives of Shareholders may vote electronically or other electronic forms in case the General Meeting of Shareholders is held through the General Meeting of Shareholders online. In case of electronic voting at the online General Meeting of Shareholders, shareholders conduct electronic voting for the contents of voting and election as prescribed in Appendix 1 of this Regulation.</p>
5.	<p>Clause 1 Article 13</p>	<p>c. Shareholders, authorized representatives of Shareholders may vote electronically or other electronic forms in case the General Meeting of Shareholders is held through the General Meeting of Shareholders online. In case of electronic voting at the online General Meeting of Shareholders, shareholders conduct electronic voting for the contents of voting and election as prescribed in Appendix 1 of this Regulation.</p>

No.	Current regulations	Supplementation of Management Regulation
6.	Clause 2 Article 30	If the number of candidates is less than or equal to the number of members of the Board of Directors to vote, the election of members of the Board of Directors may be conducted by the method of cumulative voting as above or by voting method (agree, disagree, have no opinion). The percentage of votes approved by voting method is implemented in Clause 2, Article 21 of Charter.
7.	Clause 2 Article 42	If the number of candidates is less than or equal to the number of members of Supervisors to vote, the election of members of the Supervisory Board may be conducted by the method of cumulative voting as above or by voting method (agree, disagree, have no opinion). The percentage of votes approved by voting method is implemented in Clause 2, Article 21 of Charter.

3. Supplementing Appendix 1 - Regulations of guidelines for attending the Annual General Meeting of Shareholders online and conducting electronic voting of Transimex Corporation to the Management Regulation.
4. This amended Management Regulation shall take effect from the date that is approved by the General Meeting of Shareholders 2020 and signed by the Chairman.

*Sincerely Yours,*

**ON BEHALF OF THE BOD  
CHAIRMAN**



Bui Tuan Ngoc