

TRANSIMEX CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No.: 01/2020/NQ.ĐHCĐ-TMS

Ho Chi Minh City, Jun 09, 2020

[DRAFT]

**RESOLUTION OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS 2020
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 of Transimex Corporation (“the Company”).
- Minutes of the Annual General Meeting of Shareholders in 2020 on Jun 09, 2020.

RESOLUTION

Article 1: Approving the report of the Board of Management in 2019 and the plan of 2020.

Article 2: Approving the report of the Supervisory Board in 2019.

Article 3: Approving the Consolidated Financial Statements for the fiscal year 2019 of Transimex Corporation.

Article 4: Approving the proposal of selecting the Auditing Company for fiscal year 2020,

Authorizing the Board of Directors to select an independent Auditing Company for fiscal year 2020 based on the criteria of commitment, professionalism, resources, cost, and other necessary criteria that is approved and allowed to audit the listed companies by The State Securities Commission of Vietnam.

Article 5: Approving the proposal of the profit distribution for the fiscal year 2019 and the plan for the fiscal year 2020 as follows:

1. Report of profit distribution for fiscal year 2019:

No.	Items	Amount (VND)
1	Realized Profit (Fiscal year 2019)	
1.1	Profit before tax (consolidated)	256,285,127,180
1.2	Business income tax	30,961,614,571
1.3	Profit after tax (consolidated)	225,323,512,609
1.4	Profit after tax (consolidated of Parent Company)	214,643,661,753
2	Profit Distribution	
	Appropriated funds	33,907,436,279
2.1	Appropriation for business promotion fund tax	21,393,571,816
2.2	Appropriation for bonus fund	6,775,408,309

No.	Items	Amount (VND)
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	Commendation and Reward: Appropriation for the excess plan (5% of consolidated profit after tax) to the Board of Directors, Executive Board, and key staffs of company	0
3	Dividend payment in 2019: 20% of Charter capital, in which: 5% in cash and 15% in shares	141,961,846,622
4	Consolidated retained earnings	38,774,378,852

2. The planning of profit distribution in 2020:

No.	Items	Amount (VND)
1	Profit planning of 2020	
1.1	Profit before tax (consolidated)	368,160,000,000
1.2	Business income tax	53,739,000,000
1.3	Profit after tax (consolidated)	314,421,000,000
1.4	Profit after tax (consolidated of Parent Company)	304,322,000,000
2	Profit Distribution	
	Appropriated Funds:	43,509,000,000
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
3	Dividend payment in 2020: 20% of Charter of Capital; Methods of dividend payment: cash and / or share	163,256,120,500
4	Commendation and Reward: 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.

Article 6: Approving the proposal of the plan of issuing convertible bond.

The Annual General Meeting of Shareholders 2020 approved the the plan of issuing convertible bond.

1. 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.
2. Expected time of release: In 2020 and 2021, after obtaining the State Securities Commission's approval.

3. 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.

Article 7: Approving the proposal of continuing the implementation of the shares private placement plan and to adjust some details in the plan

The Annual General Meeting of Shareholders 2020 approved 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. 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.
2. 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.

Article 8: Approving 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,

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.

Article 9: Approving the proposal of cancelling the plan of straight bond issuance plan.**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).**Article 10: Approving the proposal of supplementation and change of business lines on the business registration certificate.****1. The business lines of Corporation are expected to change in d:****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.**Article 11: Approving the proposal of supplementation and amendment of the Charter of Transimex Corporation.****1. Amendment of Charter:**

No.	Current regulations	Amending to Charter
1.	Clause r Articiel 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. Short-term and long-term business development plans of the Company.	d. Long-term 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 shallgive notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting within fifteen (15) days before 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 shallgive notice of meeting to all Shareholders in the List of Shareholders who may attend the meeting within ten (10) days before 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 at least fifteen (15) days 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 at least ten (10) days 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 medium-term development strategies, plans and annual business plans of the Company;	a. Decide on Short-term, medium-term development strategies, plans and annual business plans of the Company;
6.	Clause 1 Article 36 – Secretary:	
	The Board of Directors shall appoint a maximum of two (02) Secretaries 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.	Where necessary, the Board of Directors and/or the Chairman shall hire secretaries 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
<p>Clause 4 Article 21 – Approval of the Decisions at the General Meeting of Shareholders</p> <p>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.</p>	<p>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.</p>

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.

Article 12: Approving the proposal of supplementation and amendment of the Management Regulation of Transimex Corporation.

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. Short-term and long-term business development plans of the Company.	d. Long-term business development plans of the Company.

No.	Current regulations	Amending to Management Regulation
2.	<p>Clause 3 Article 8 – Notice of convening the General Meeting of Shareholders</p> <p>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 within fifteen (15) days before the opening of the General Meeting of Shareholders...</p>	<p>General Meeting of Shareholders</p> <p>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 within ten (10) days before the opening of the General Meeting of Shareholders...</p>
3.	<p>Clause 2 Article 23 – Procedures for collection of Shareholders’ written opinions</p> <p>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 at least fifteen (15) days before the deadline for which they are required to return their written opinion forms...</p>	<p>Procedures for collection of Shareholders’ written opinions</p> <p>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 at least ten (10) days before the deadline for which they are required to return their written opinion forms...</p>

2. Supplementation of Management Regulation:

No.	Current regulations	Supplementation of Management Regulation
1.	<p>Clause 1.b Article 9</p> <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"> - Vote and elect in person thereat; - Attend, vote and elect through teleconferences, remove voting or other electronic forms; 	<p>Supplementation of Management Regulation</p> <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"> - 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; ... - 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; ...

No.	Current regulations	Supplementation of Management Regulation
2.	<p>Clause 2.a Article 9</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.</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>
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 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>

No.	Current regulations	Supplementation of Management Regulation
5.	Clause 1 Article 13	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.
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.

Article 13: Resolution Validity

1. This Resolution shall take effect from the date that is approved by the General Meeting of Shareholders 2020 and shall be effective from the date of signing date.
2. Board of Directors, Executive Board of Transimex Corporation are responsible for implementing this Resolution.

Recipient:

- *As in Article 12*
- *SSC, HOSE*
- *Company's website*
- *Save the meeting record*
- *Archived, Secretary.*

**ON BEHALF OF BOARD OF DIRECTOR
CHAIRMAN**

Bui Tuan Ngoc