

No: 177.../CBTT-TMS

Ho Chi Minh City, April 21<sup>st</sup>, 2025

**EXTRAORDINARY INFORMATION DISCLOSURE**

To - State Securities Commission of Vietnam  
- Ho Chi Minh City Stock Exchange

1. Company name: **TRANSIMEX CORPORATION**
  - Stock code : TMS
  - Head office address: 172 (9<sup>th</sup> – 10<sup>th</sup> floor) Hai Ba Trung, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam.
  - Phone : : (+84-28) 2220 2888 - Fax: : (+84-28) 2220 2889
  - Website: <https://transimex.com.vn/> - Email: [info@transimex.com.vn](mailto:info@transimex.com.vn)
2. Information disclosure: Update, Supplement the Agenda and Documents Submitted to the 2025 Annual General Meeting of Shareholders of Transimex Corporation.
3. This information was published on the Company's website on April 21<sup>st</sup>, 2025 at <https://transimex.com.vn/>.

We hereby commit that the information published above is true and take full legal responsibility for the disclosed information.

**Recipient:**

- As above;
- Note: VT, Secretary of the Board of Directors.

**Attachments:**

*Update, Supplement the Agenda and Documents Submitted to the 2025 Annual General Meeting of Shareholders of Transimex Corporation.*

**Authorized person to disclose information**



**Nguyen Thi Thai Nhi**

Chief of the Board of Directors Office



**TRANSIMEX**  
*Simply Better*

**TRANSIMEX CORPORATION**

(Stock code: TMS)

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**DRAFT**

# **DOCUMENTS**

## **THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Ho Chi Minh City, April 26<sup>th</sup>, 2025**

**TRANSIMEX CORPORATION**Address: 172 (9<sup>th</sup>-10<sup>th</sup> Floor) Hai Ba Trung Street, Da Kao Ward, District 1, Ho Chi Minh City.

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

Website: [www.transimex.com.vn](http://www.transimex.com.vn)**LIST OF DOCUMENTS SENT TO SHAREHOLDERS AT THE MEETING**

1.	Voting Card.
2.	Voting Ballot.
3.	Registration Form for speaking at the Meeting.
4.	Proposal to the General Meeting of Shareholders on approving the Meeting Agenda of the 2025 Annual General Meeting of Shareholders of Transimex Corporation.
5.	Proposal to the General Meeting of Shareholders on approving the Regulations for organizing the 2025 Annual General Shareholders of Transimex Corporation.
6.	Report on the Activities for 2024 and the Plan for 2025 of the Board of Directors of Transimex Corporation.
7.	Report on the Activities for 2024 and the Plan for 2025 of the Independent Member of the Board of Directors of Transimex Corporation.
8.	Report on the Activities for 2024 of the Supervisory Board of Transimex Corporation.
9.	Proposal to the General Meeting of Shareholders on approving the audited separate financial statements and consolidated financial statements for 2024 of Transimex Corporation.
10.	Proposal to the General Meeting of Shareholders on approving the authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Transimex Corporation.
11.	Proposal to the General Meeting of Shareholders on approving the 2025 consolidated business plan of Transimex Corporation.
12.	Proposal to the General Meeting of Shareholders on approving the 2024 profit distribution plan and the 2025 profit distribution plan of Transimex Corporation.
13.	Proposal to the General Meeting of Shareholders on approving the plan for the operational fund for the Board of Directors, the Supervisory Board in 2025 of Transimex Corporation.
14.	Proposal to the General Meeting of Shareholders on approving the plan to issue shares to pay dividends in 2024 of Transimex Corporation.
15.	Proposal to the General Meeting of Shareholders on the approving continued implementation of the plan to offer convertible bonds to the public of Transimex Corporation.
16.	Proposal to the General Meeting of Shareholders on the approving amendments, adjustment to the Charter of Transimex Corporation.
17.	Draft Resolution of the 2025 Annual General Meeting of Shareholders of Transimex Corporation.

Ho Chi Minh City, April 26<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the Meeting Agenda of the 2025 Annual General Meeting of Shareholders of Transimex Corporation*

**Respectfully to: General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (“Company”),

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of the Company for approval of the Meeting Agenda of the 2025 Annual General Meeting of Shareholders of Transimex Corporation, with details as follows:

**Time:** 08:30 AM on April 26<sup>th</sup>, 2025 (Saturday).

**Venue:** Novotel Saigon Centre Hotel - 167 Hai Ba Trung, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam.

No.	Subject Matters	Presenter
<b>I</b>	<b>Opening: 08:30</b>	
1	Declaration of purpose and opening of the 2025 Annual General Meeting of Shareholders.	The Organizing Committee
2	Report on the results of the verification of the eligibility of delegates to attend the 2025 Annual General Meeting of Shareholders.	The Shareholder Eligibility Verification Committee
<b>II</b>	<b>Approval of the Presiding Committee, the Vote Counting Committee, and the Secretariat.</b>	The Organizing Committee
<b>III</b>	<b>Approval of the Meeting Agenda of the 2025 Annual General Meeting of Shareholders.</b>	The Presiding Committee
<b>IV</b>	<b>Approval of the Regulations on the Organization of the 2025 Annual General Meeting of Shareholders.</b>	The Presiding Committee
<b>V</b>	<b>The Board of Directors, the Independent Members of the Board of Directors, and the Supervisory Board submit the Reports to the General Meeting of Shareholders:</b>	
1	Report on the Activities for 2024 and the Plan for 2025 of the Board of Directors of Transimex Corporation.	The Chairman of the Board of Directors
2	Report on the Activities for 2024 and the Plan for 2025 of the Independent Member of the Board of Directors of Transimex Corporation.	The Independent Member of the Board of Directors
3	Report on the Activities for 2024 of the Supervisory Board of Transimex Corporation.	The Head of the Supervisory Board
<b>VI</b>	<b>The Presiding Committee submit the Proposals to the General Meeting of Shareholders:</b>	



No.	Subject Matters	Presenter
1	Proposal to the General Meeting of Shareholders on approving the audited separate financial statements and consolidated financial statements for 2024 of Transimex Corporation.	The Presiding Committee
2	Proposal to the General Meeting of Shareholders on approving the authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Transimex Corporation.	The Presiding Committee
3	Proposal to the General Meeting of Shareholders on approving the 2025 business plan of Transimex Corporation.	The Presiding Committee
4	Proposal to the General Meeting of Shareholders on approving the 2024 profit distribution plan and the 2025 profit distribution plan of Transimex Corporation.	The Presiding Committee
5	Proposal to the General Meeting of Shareholders on approving the plan for the operational fund for the Board of Directors, the Supervisory Board in 2025 of Transimex Corporation.	The Presiding Committee
6	Proposal to the General Meeting of Shareholders on approving the plan to issue shares to pay dividends in 2024 of Transimex Corporation.	The Presiding Committee
7	Proposal to the General Meeting of Shareholders on the approving continued implementation of the plan to offer convertible bonds to the public of Transimex Corporation.	The Presiding Committee
8	Proposal to the General Meeting of Shareholders on the approving amendments, adjustment to the Charter of Transimex Corporation.	The Presiding Committee
<b>VII</b>	<b>The General Meeting of Shareholders discusses and proceeds with the voting on the contents of the Reports and Proposals.</b>	
<b>15-MINUTE RECESS</b>		
<b>VIII</b>	<b>Announcement of the ballot voting results.</b>	The Vote Counting Committee
<b>XI</b>	<b>Approval of the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.</b>	The Secretariat
<b>XII</b>	<b>Closing the 2025 Annual General Meeting of Shareholders.</b>	The Presiding Committee



Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**Bui Tuan Ngoc**

*Ho Chi Minh City, April 26<sup>th</sup>, 2025*

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the Regulations for organizing the 2025 Annual General Shareholders of Transimex Corporation*

**Respectfully to: General Meeting of Shareholders of Transimex Corporation**

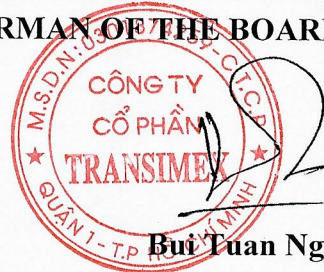
- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (“Company”),

**The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of the Company for approval of the Regulations for organizing the 2025 Annual General Shareholders of Transimex Corporation, with details as follows:**

The detailed content of the Regulations for organizing the 2025 Annual General Shareholders of Transimex Corporation is attached hereto.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**

***DRAFT***

**REGULATIONS ON THE ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TRANSIMEX CORPORATION**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (“Company”),

In order to ensure the successful and smooth conduct of the 2025 Annual General Meeting of Shareholders of Transimex Corporation (the “Company”), the Board of Directors (the “Board”) of the Company has established the following Regulations, principles of operation, conduct, and voting during the Meeting:

**Article 1. Purpose**

1. Ensure that the procedures, principles of conduct, and voting at the Company’s General Meeting of Shareholders are in accordance with the regulations and are conducted successfully.
2. The Resolutions reflect the unanimous will of the General Meeting of Shareholders, fulfilling the wishes and rights of the Shareholders and in compliance with the law.

**Article 2. Subjects of Application and Scope of Regulation**

1. Subjects of Application: All shareholders, representatives (authorized persons), and guests attending the General Meeting of Shareholders of the Company must comply with and adhere to the provisions of this Regulation, the Company’s Charter, and the applicable laws.
2. Scope of Regulation: This Regulations shall apply to the organization of the Company’s 2025 Annual General Shareholders’ Meeting.

**Article 3. Interpretation of Terms/Abbreviations**

1. Company : TRANSIMEX CORPORATION.
2. BOD : Board of Directors of Transimex Corporation.
3. OC : Organizing Committee of the 2025 Annual General Meeting of Shareholders of Transimex Corporation.
4. SB : Supervisory Board of Transimex Corporation.
5. Supervisors : Member of the Supervisory Board of Transimex Corporation.
6. GM/ General Meeting : The 2025 Annual General Meeting of Shareholders of Transimex Corporation.
7. Delegates : Shareholders, representatives (*authorized persons*) of Transimex Corporation shareholders.

**Article 4. Conditions for convening the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened when the attending delegates represent



more than 50% of the total voting shares.

2. In case the first convening of the General Meeting of Shareholders fails to meet the conditions specified in Clause 1 of this Article, a notice of the second convening shall be sent within 30 (thirty) days from the intended date of the first meeting. The second convening of the General Meeting of Shareholders shall be conducted when the attending delegates represent at least 33% of the total voting shares.
3. In case the second convening of the General Meeting of Shareholders fails to meet the conditions specified in Clause 2 of this Article, a notice of the third convening shall be sent within 20 (twenty) days from the intended date of the second meeting. The third convening of the General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending Delegates.

#### **Article 5. Delegates attending the General Meeting of Shareholders**

1. Shareholders of the Company, as per the finalized list dated March 28<sup>th</sup>, 2025, shall have the right to attend the General Meeting of Shareholders, they may attend in person or authorize a representative to attend on their behalf. In case there is more than one authorized representative to attend the General Meeting of Shareholders, the number of shares for each authorized representative must be precisely determined.
2. Punctuality, appropriate and formal attire, compliance with security checks (if any), and presentation of identification documents, etc., as required by the OC.
3. Receive meeting documents and materials at the reception area in front of the General Meeting hall.
4. Shareholders arriving late have the right to register immediately and thereafter participate and vote at the General Meeting. The Chairman is not responsible for pausing the Meeting to allow late attendees to register. The voting results of matters that have already been voted on prior to the late attendee's arrival shall remain unaffected.
5. Keep the phone on silent or turn it off; if necessary, step outside to make calls.
6. Smoking is prohibited inside the General Meeting room.
7. Comply with the Regulations of the OC and the instructions of the Presiding Committee conducting the General Meeting.
8. If a Delegate fails to comply with the aforementioned inspection requirements or measures, the Presiding Committee, after careful consideration, may refuse or expel the Delegate from the venue of the General Meeting to ensure that the General Meeting proceeds smoothly according to the agenda.

#### **Article 6. Guests at the General Meeting of Shareholders**

1. These are the employees of the Company, guests, and members of the OC who are not shareholders of the Company but have been invited to attend the General Meeting
2. Guests shall not participate in making statements at the General Meeting (unless invited by the Presiding Committee or have registered in advance with the OC and received the Presiding Committee's consent).

#### **Article 7. The Chairperson of the Meeting and the Presiding Committee**

1. The Presiding Committee consists of one (01) Chairperson of the Meeting and up to two (02) incumbent members of the Board of Directors, the Supervisory Board, and the General Director.

The Chairman of the Board of Directors shall serve as the Chairperson of the Meeting. The Presiding Committee is approved by a vote of the General Meeting and has the function of managing the work of the General Meeting according to the agenda, program, and Regulations approved by the General Meeting of Shareholders.

2. In the event that the Chairman of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to serve as the Chairperson of the Meeting based on the majority principle. If no one is elected as Chairperson of the Meeting, the Head of the Supervisory Board shall preside over the election of the Chairperson of the Meeting from among the attendees, with the person receiving the highest number of votes being appointed as the Chairperson of the Meeting.
3. In other cases, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to conduct the election of the Chairperson of the Meeting, and the person with the highest number of votes shall be appointed as the Chairperson of the Meeting.
4. Responsibilities of the Presiding Committee:
  - a. To preside over the activities of the GM in accordance with the program approved by the BOD and the GM.
  - b. To guide the Delegate and the GM in discussing the matters included in the agenda.
  - c. To present drafts and conclusions on necessary issues for the General Meeting of Shareholders to vote on;
  - d. To resolve any issues arising during the course of the GM.
5. The working principle of the Presiding Committee: The Presiding Committee works on the principle of collective decision-making and democratic centralization, and decisions are made by majority vote.

#### **Article 8. The Secretariat**

1. The Secretariat shall be appointed by the Presiding Committee and shall be responsible to the Presiding Committee for their duties, under the direction of the Board of the General Meeting.
2. The Presiding Committee or the Secretariat may undertake necessary actions to conduct the General Meeting of Shareholders in a lawful and orderly manner or to ensure that the meeting reflects the wishes of the majority of the attending Delegates.

#### **Article 9. The Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee of the General Meeting consists of 02 (two) members, including 01 (one) the Head of the Shareholder Eligibility Verification Committee and 01 (one) member who is responsible to the Presiding Committee, the General Meeting of Shareholders for their duties.
2. Responsibilities of the Shareholder Eligibility Verification Committee:
  - a. Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
  - b. The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has the required number of shareholders and authorized representatives representing more than 50% of the voting shares, the General Meeting of Shareholders of the Company shall proceed.

#### **Article 10. The Vote Counting Committee**

1. The Vote Counting Committee is proposed by the Presiding Committee and consists of at least three (03) members, including one (01) The Head of Committee, two (02) members, and supporting staff, to facilitate the voting process by a show of voting cards. Candidates running for election or nomination are not allowed to participate in the Vote Counting Committee.
2. Responsibilities of the Vote Counting Committee:
  - a. To disseminate the principles, regulations, and instructions on voting.
  - b. To examine and record the Voting Ballots, prepare the Vote Counting Minutes, and announce the vote counting results.
  - c. To submit the Vote Counting Minutes to the Presiding Committee to approve the voting results.
  - d. To promptly notify the results of the voting to the Secretariat.
  - e. To review and report to the General Meeting any violations of the voting procedures or any complaints regarding the results of the voting.

#### **Article 11. Speeches at the General Meeting**

1. Representatives attending the General Meeting, when wishing to express their opinions, must obtain the approval of the Presiding Committee. The representative's speech should be concise and focus on the key issues to be discussed, in line with the agenda approved by the General Meeting, or the representative may submit their comments in writing to the Secretary of the General Meeting for compilation and reporting to the Presiding Committee.
2. The Presiding Committee will arrange for the delegates to speak in the order of their registration and will address any questions raised by the delegates during the General Meeting or acknowledge that responses will be provided later in writing.

#### **Article 12. Voting on matters at the General Meeting**

1. Principle:
  - a. All matters in the agenda and content of the meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
  - b. The voting cards and voting ballots are printed, stamped with the Company's seal, and directly sent to the Delegates at the General Meeting of Shareholders (along with the meeting materials). Each Delegate has a voting card and voting ballots. The voting card and voting ballot clearly state the shareholder's code, full name, number of shares owned, and The authorized representative who is granted the right to vote on behalf of that Delegate.
  - c. The method of voting on issues at the General Meeting is as follows:
    - (i) Voting by raising the Voting Card: This method is used to approve issues such as the Agenda of the General Meeting, the Regulations for the Organization of the General Meeting, the Board of the General Meeting, the Vote Counting Committee, the Minutes of the Meeting, the Resolutions of the Meeting, and any other matters discussed at the General Meeting (*if any*).
    - (ii) Voting by filling out the Voting Ballot: This method is used to approve the Reports and Proposals presented at the General Meeting.
2. Voting Method:
  - a. The Delegates cast their votes to Approve, Disapprove, or No Opinion on an issue presented

for voting at the General Meeting by raising the Voting Card or filling in the corresponding options on the Voting Ballot in accordance with the provisions of Clause 1 of this Article.

- b. When voting by raising the Voting Card, the front of the Voting Card must be raised facing the Board of the General Meeting. If a delegate does not raise the Voting Card in all three voting rounds Approve, Disapprove, or No Opinion on a given issue, it shall be considered as a vote of “**Approve**” on that issue. If a delegate raises the Voting Card more than once when voting “Approve,” “Disapprove,” or “No Opinion” on an issue, it shall be considered as an “**Invalid**” vote. In the voting process using the Voting Card, members of the Delegate Qualification Verification Committee or the Vote Counting Committee shall mark the shareholder’s code and the corresponding Voting Card number for each delegate who votes “Approve,” “Disapprove,” “No Opinion,” or “Invalid.
  - c. When voting by filling out the Voting Ballot, for each item, Delegates must select one of the three options: “Approve,” “Disapprove,” or “No Opinion,” which are pre-printed on the Voting Form by marking an “x” or “√” in the box corresponding to their choice. After completing all the items to be voted on at the General Meeting, Delegates must submit their Voting Ballot into the sealed ballot box at the meeting, following the instructions of the Vote Counting Committee. The Voting Ballot must bear the delegate's signature and clearly state their full name.
  - d. In the event that a Delegate fails to submit the Voting Ballot to the ballot box, such forms will be considered as uncollected votes, and the number of uncollected votes will be reported in the Vote Counting Minutes.
  - e. In the event that a Delegate wishes to correct a Voting Ballot due to an incorrect marking, the delegate should strike through the incorrectly marked box and mark the correct box, signing next to the newly marked box. No erasures or smudging are allowed.
3. The validity of the Voting Ballot:
- a. A valid Voting Ballot is one that follows the pre-printed template issued by the OC without any erasures, corrections, tears, or damage and without any additional content other than what is specified for this form. It must bear the signature of the attending Delegate, with the full name of the Delegate written by hand beneath the signature.
  - b. On the Voting Ballot, the voting content is considered valid when the Delegate marks one (1) of the three (3) voting boxes. The voting content is considered invalid if it does not comply with the regulations for valid voting content. Any content for which the Delegate does not mark “x” or “√” in the voting box will be considered as the Delegate expressing “**No Opinion**” on those matters.
  - c. An invalid Voting Ballot:
    - (i) Adding any content other than what is required for the Voting Ballot;
    - (ii) A voting Ballot that does not follow the pre-printed template issued by the OC, lacks the Company's seal, or has been altered, erased, or tampered with, shall render all the voting content on the voting form invalid.
4. Voting Regulations:
- a. Each (one) share is equivalent to one voting right. Each Delegate attending the meeting, representing one or more voting rights, will be issued a Voting Card and a Voting Ballot.
  - b. As of the shareholder record date (March 28<sup>th</sup>, 2025), the total number of outstanding shares of the Company is **169,336,335** shares, equivalent to **169,336,335** voting rights.

- c. The resolution on the following matters shall be approved if it is voted in favor by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except in cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:
- (i) The type of shares and the total number of shares of each type to be offered, issued, and other capital increase options in accordance with the provisions of the law.
  - (ii) Changes to the industry, business activities, and areas of operation.
  - (iii) Changes to the organizational structure of the Company's management as stipulated in Article 11 of the Company's Charter and Article 137 of the Law on Enterprises.
  - (iv) Investment projects or the sale of assets valued at 35% or more of the total assets as stated in the Company's most recent financial statements.
  - (v) Reorganizing or dissolving the Company.
- d. The contents of the Resolution shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting; except in cases specified in Clause c, Section 4 of this Article and Sections 3, 4, and 6 of Article 148 of the Law on Enterprises.
- e. Shareholders/authorized representatives with a vested interest do not have the right to vote on contracts and transactions valued at 35% or more of the total assets of the Company as recorded in the most recent financial report; such contracts or transactions can only be approved if shareholders/authorized representatives holding at least 65% of the remaining voting shares agree (pursuant to Clause 4, Article 167, the Enterprise Law No. 59/2020/QH14).
- f. Shareholders/authorized representatives holding 51% or more of the total voting shares, or related parties of such shareholders, do not have the right to vote on contracts and transactions valued at more than 10% (of the total assets of the Company as recorded in the most recent financial report) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).
5. Recording the voting results:
- a. The method of vote counting shall be conducted by collecting the Voting Ballots at the General Meeting
  - b. The Vote Counting Committee shall verify the number of votes in Approve, Disapprove, No Opinion for each item and shall be responsible for recording, compiling, and reporting the results of the vote count at the General Meeting.
  - c. For sensitive issues and upon request by the Delegates, the Company must appoint an independent organization to conduct the collection and vote counting.

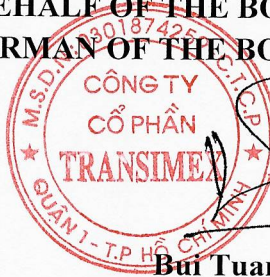
### **Article 13. Minutes and Resolutions of the General Meeting of Shareholders**

- 1. The Resolution of the General Meeting of Shareholders must be read and approved before the conclusion of The Meeting.
- 2. The Minutes and Resolution of the General Meeting of Shareholders shall be kept and published on the Company's website <https://transimex.com.vn/> for shareholders to access, in place of sending direct mail to shareholders, in order to reduce costs.

### **Article 14. Enforcement of the Regulations**

1. Delegates and guests attending the General Meeting of Shareholders must strictly comply with these Regulations. In case of any violation of these Regulations, depending on the specific severity, the Presiding Committee shall consider and take appropriate actions in accordance with the Company's Charter and relevant laws.
2. The convener of the General Meeting of Shareholders shall have the right to:
  - a. Request all meeting attendees to undergo inspection or other security measures.
  - b. Request the competent authorities to maintain order at the meeting; expel individuals who do not comply with the authority of the Board of The Meeting, intentionally disrupt order, obstruct the regular proceedings of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
3. Matters not specifically stipulated in this Regulation shall be uniformly applied in accordance with the provisions of the Company's Charter, the Internal Governance Regulations, the Law on Enterprises 2020, and other applicable legal regulations.
4. This Regulation shall take effect immediately upon approval by the Company's General Meeting of Shareholders.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



## REPORT ON THE ACTIVITIES IN 2024 AND PLAN FOR 2025 OF THE MEMBER OF THE BOARD OF DIRECTORS

Pursuant to the duties, powers, and responsibilities of the Board of Directors (“BOD”) as stipulated in the Company Charter and the Regulations on the operations of the Board of Directors of Transimex Corporation (“the Company”).

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders (“AGM”) the report on activities for the year 2024 and the plan for 2025 as follows:

### I. GENERAL INFORMATION:

#### 1. Information about the Board of Directors:

- In 2024, the Company’s Board of Directors consisted of 07 members (*term 2023-2028, elected at the 2023 Annual General Meeting of Shareholders held on April 26<sup>th</sup>, 2023*), including two independent BOD members: Mr. Vo Hoang Giang and Mr. Huynh An Trung. The current structure of the BOD is established and maintained to ensure a balance between executive and non-executive members, as well as independent members, guaranteeing objectivity, transparency, and efficiency in corporate governance and management, in compliance with the Enterprise Law, Securities Law, the Company Charter, and relevant legal regulations.
- List of BOD members:

No.	BOD Member	Position
1	Mr. Bùi Tuấn Ngọc	Chairman of the BOD
2	Mr. Lê Duy Hiệp	Vice Chairman of the BOD
3	Mr. Bùi Minh Tuấn	Non-Executive BOD Member
4	Mr. Charvanin Bunditkitsada	Non-Executive BOD Member
5	Mr. Toshiyuki Matsuda	Non-Executive BOD Member
6	Mr. Võ Hoàng Giang	Independent BOD Member
7	Mr. Huỳnh An Trung	Independent BOD Member

#### 2. Evaluation of the Company’s business performance:

##### 2.1 Consolidated business results for the 2024 financial year:

*Đơn vị tính: Million dong*

No.	Item	Implementation 2023	2024		% 2024 implementation compared to	
			2024 Plan	Implementation 2024	Implementation 2023	Plan 2024
1	Consolidated Revenue	2.389.818	2.895.386	3.325.665	139,16%	114,86%
2	Consolidated Profit Before Tax (PBT)	237.409	418.887	238.153	100,31%	56,85%

3	PBT/Total Revenue Ratio	9,93%	14,47%	7,16%	72,09%	49,50%
4	Dividend (Cash and/or Shares)	30%	15%-20%	12%		

## 2.2 Assessment of 2024 business performance:

- Consolidated Revenue in 2024 reached VND 3,325.7 billion, achieving 114.86% of the 2024 plan and 139.16% of the 2023 actual, increase of 39.16% over the implementation in 2023.
- Consolidated Profit Before Tax in 2024 was VND 238.1 billion, achieving 56.85% of the 2024 plan and 100.31% of the 2023 actual, increase of 0.31% over the implementation in 2023.

## II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024:

### 1. Governance and management oversight:

In the 2024 financial year, the BOD fully performed its governance, strategic direction, and oversight roles in accordance with its functions and responsibilities as stipulated in the Enterprise Law, the Company Charter, and internal regulations. Specifically:

- (a) BOD meetings were organized and conducted in compliance with the Company Charter, with the participation of the Executive Board, the Head of the Supervisory Board, and the Chief Accountant.
- (b) The BOD directly discussed and decided on matters to be submitted for approval at the Annual General Meeting, resolved issues within its authority, approved proposals from the Executive Board, and received periodic reports from the Executive Board on the Company's business performance.
- (c) Voting results on all matters achieved high consensus, and the minutes and resolutions of the BOD were unanimously agreed upon by members, duly recorded, and disclosed in accordance with regulations.
- (d) Additionally, the BOD led and closely supervised relevant departments in preparing and disclosing the 2024 Corporate Governance Report in a timely, transparent, and compliant manner.

### 2. Summary of BOD meetings and decisions:

- In 2024, the BOD held 14 regular and extraordinary meetings, both in-person and via written opinions, and issued 28 resolutions to approve matters related to the Company's operations. All BOD meetings were conducted in accordance with the Company Charter.
- BOD members actively participated, provided input, and voted to approve decisions. All minutes and resolutions of the BOD were unanimously approved with a 100% approval rate. The specific resolutions passed by the BOD are as follows:

No	Resolution/ Decision No	Date	Content
1.	17/NQ.HĐQT NK6-TMS	22/02/2024	<ol style="list-style-type: none"> <li>1. Approval of contracts and transactions between Transimex and related parties as per Clauses 1 and 2, Article 167 of the 2020 Enterprise Law and the Company Charter.</li> <li>2. Approval of matters within Transimex's authority at</li> </ol>

No	Resolution/ Decision No	Date	Content
			Transimex Distribution Center Co., Ltd.
2.	18/NQ.HĐQT NK6-TMS	04/03/2024	<ol style="list-style-type: none"> <li>1. Approval of plan for organizing the 2024 Annual General Meeting of Shareholders.</li> <li>2. Approval of contents to be submitted to the 2024 Annual General Meeting of Shareholders.</li> </ol>
3.	19/NQ.HĐQT NK6-TMS	04/03/2024	<ol style="list-style-type: none"> <li>1. Approval of Executive Board's report on 2023 business results and 2024 business plan.</li> <li>2. Approval of financial and investment activity report in 2023.</li> <li>3. Approval of the 2023 project investment report and 2024 plan.</li> <li>4. Approval of salary, bonus, and welfare expenditure report the 2023 and the 2024 plan.</li> <li>5. Approval of expenditure report for the BOD and Supervisory Board's activities in 2023.</li> <li>6. Approval of remuneration for BOD members, Supervisory Board members, and the Company Secretary for 2024.</li> <li>7. Approval of private placement of VND 300 billion in non-convertible bonds.</li> <li>8. Approval of plan for short-term loan from foreign banks.</li> <li>9. Approval of working capital loan limits.</li> <li>10. Approval of the acquisition of shares in AP Supply Chain Joint Stock Company.</li> <li>11. Approval of the relocation of the office and headquarters of Transimex Hai Phong Branch.</li> <li>12. Approval of the Company's information disclosure regulations.</li> <li>13. Approval of contracts and transactions between Transimex and related parties as per Clauses 1 and 2, Article 167 of the 2020 Law on Enterprises.</li> <li>14. Approval of the reappointment of the Deputy General Director.</li> <li>15. Approval of the dismissal of the current Chief Accountant and appointment of a new Chief Accountant..</li> <li>16. Approval of changes in term durations for positions appointed by the Board.</li> <li>17. Approval of changes to the nomination and introduction of Transimex's capital representatives at subsidiaries and joint venture companies.</li> <li>18. Approval of the restructuring of the HR &amp; Administration Department.</li> </ol>
4.	20/NQ.HĐQT NK6-TMS	04/04/2024	<ol style="list-style-type: none"> <li>1. Approval of the reduction of charter capital for the wholly-owned subsidiary, Transimex Distribution Center Co.,</li> </ol>

No	Resolution/ Decision No	Date	Content
			Ltd. 2. Approval of adjustments to the acquisition plan of shares in AP Supply Chain Joint Stock Company and approval of contracts and transactions between Transimex and its related parties as per Clauses 1 and 2, Article 167 of the 2020 Law on Enterprises and the Charter of Transimex.
5.	21/NQ.HĐQT NK6-TMS	04/04/2024	Approval of additional and updated contents for submission to the 2024 Annual General Meeting.
6.	22/NQ.HĐQT NK6-TMS	20/04/2024	1. Approval of the second adjustment to the use of proceeds from the private placement of shares completed on 31/12/2021. 2. Approval of additional and updated contents for the 2024 Annual General Meeting.
7.	23/NQ.HĐQT NK6-TMS	24/04/2024	Approval of additional and updated contents for submission to the 2024 Annual General Meeting of Shareholders.
8.	24/NQ.HĐQT NK6-TMS	23/05/2024	1. Approval of the adjustment of the share acquisition price for AP Supply Chain Joint Stock Company as previously approved under Resolutions No. 19/NQ.HĐQT NK6-TMS dated March 4, 2024 và Resolution No. 20/NQ.HĐQT NK6-TMS dated April 04 2024. 2. Approval of the process for obtaining bondholder opinions for TMSH2126001 bonds.
9.	25/NQ.HĐQT NK6-TMS	04/07/2024	1. Approval of the Executive Board's report on business results for the first half of 2024 and the plan for the second half. 2. Approval of the financial and investment activity report for the first half of 2024. 3. Approval of the project investment report for the first half of 2024 and the plan for the second half. 4. Approval of adjustments to the short-term loan plan from foreign banks previously approved in Article 8 of Resolution No. 19/NQ.HĐQT NK6-TMS dated March 4 <sup>th</sup> , 2024. 5. Approval of borrowing from Vinafreight Joint Stock Company with Clause 2, Article 164 and Clause 1, Article 167 of the 2020 Law on Enterprises and the Charter of Transimex. 6. Approval of the extension of loans to Vina Trans Da nang and related contracts/transactions between Transimex and Vina Trans Da nang in accordance with relevant laws and Company Charter. 7. Approval of Transimex's increase in capital contribution to AP Supply Chain Joint Stock Company ("APSC") through the plan to purchase shares issued and offered by

No	Resolution/ Decision No	Date	Content
			<p>APSC to existing shareholders.</p> <p>8. Approval of the selection of Ernst &amp; Young Vietnam Co., Ltd. as the auditor for the 2024 financial statements.</p> <p>9. Approval of the use of profits after tax obligation of subsidiaries - Transimex Property Co., Ltd.</p> <p>10. Approval of the extension of loans to AP Supply Chain Joint Stock Company and related transactions with Clause 2, Article 164 and Clause 1, Article 167 of the 2020 Law on Enterprises and the Charter of Transimex.</p>
10.	26/NQ.HĐQT NK6-TMS	04/07/2024	Approval of the nomination and introduction of Transimex's capital representatives at subsidiaries and affiliated companies.
11.	27/NQ.HĐQT NK6-TMS	04/07/2024	<p>1. Approval of the implementation plan to pay dividends for 2023 in cash to existing shareholders in accordance with AGM Resolution No. 01/2024/NQ.ĐHĐCĐ-TMS dated April 25, 2024.</p> <p>2. Approval of the procedures for issuing and offering securities and the issuance of shares for the 2023 dividend.</p>
12.	28/NQ.HĐQT NK6-TMS	04/07/2024	Approval of amendments to the terms and conditions of Transimex TMSH2126001, Bond code: TMS12101.
13.	29/NQ.HĐQT NK6-TMS	04/07/2024	Approval of the plan for early redemption of TMSH2126001 bonds.
14.	30/NQ.HĐQT NK6-TMS	09/08/2024	<p>1. Approval of the implementation of the first private placement of non-convertible, non-warrant, unsecured bonds in 2024.</p> <p>2. Approval of the termination of the VND 300 billion private bond placement plan and its replacement.</p>
15.	31/NQ.HĐQT NK6-TMS	14/08/2024	Approval of the appointment of Ms. Nguyễn Thị Thái Nhi as Chief of the BOD Office effective from August 14, 2024, to April 30, 2028.
16.	32/NQ.HĐQT NK6-TMS	20/08/2024	<p>1. Approval of the registration of Transimex TMSH2426001 bonds ("the Bonds"), issued pursuant to Resolution No. 30, with the Vietnam Securities Depository and Clearing Corporation ("VSDC") and the registration for trading on the separate corporate bond trading system at the Stock Exchange in accordance with legal regulations.</p> <p>2. Approval of the delegation and implementation of related tasks in Article 1 of this Resolution.</p>
17.	33/NQ.HĐQT NK6-TMS	30/09/2024	<p>1. Approval of an increase in capital contribution to Transimex subsidiaries.</p> <p>2. Approval of the suspension of additional capital contribution to Transimex Hi-Tech Logistics Corporation</p>

No	Resolution/ Decision No	Date	Content
			<p>as per the plan previously approved by the Board of Directors of Transimex in Resolution No. 52/NQHĐQT NK5-TMS dated September 9, 2022 (“Resolution No. 52”).</p> <ol style="list-style-type: none"> <li>3. Approval of the extension of loans to AP Supply Chain Joint Stock Company and approved related contracts and transactions between the Company and AP Supply Chain Joint Stock Company in accordance with Clause 2, Article 164, and Clause 1, Article 167 of the 2020 Enterprise Law and the Transimex Charter.</li> <li>4. Approval of the dismissal of Ms. Lê Hoàng Như Uyên as Transimex’s capital representative at certain subsidiaries and affiliates.</li> </ol>
18.	34/NQ.HĐQT NK6-TMS	30/09/2024	Approval of the investment plan for constructing one 250-TEU barge for Transimex and one for Transimex Port Corporation.
19.	35/NQ.HĐQT NK6-TMS	30/09/2024	Approval of the dismissal of the Deputy General Director of Transimex.
20.	36/NQ.HĐQT NK6-TMS	30/09/2024	<ol style="list-style-type: none"> <li>1. Approval of the change of address for the Transimex Da Nang Branch.</li> <li>2. Approval of the procedures for increasing charter capital and amending the Company Charter.</li> </ol>
21.	37/NQ.HĐQT NK6-TMS	01/11/2024	<ol style="list-style-type: none"> <li>1. Approval of the business performance for the first nine months of 2024 and the plan for the last three months.</li> <li>2. Approval of the financial and investment activity report for the first nine months and the plan for the last three months.</li> <li>3. Approval of the project investment report for the first nine months and the plan for the last three months.</li> <li>4. Approved the addition of certain contents to the Delegation and Authorization Table attached to the Regulations on Delegation and Authorization in the Management and Operation of Transimex’s Business Activities.</li> <li>5. Approved the adjustment of the investment plan for constructing two 250-TEU barges for Transimex and Transimex Port Corporation, a subsidiary.</li> <li>6. Approval of changes to the nomination and introduction of Transimex’s capital representatives.</li> <li>7. Approval of the extension of the loan to Thang Long Logistics Services Corporation and approved related contracts and transactions between Transimex and Thang Long Logistics Services Corporation in accordance with Clause 2, Article 164, and Clause 1, Article 167 of the 2020 Enterprise Law and the Transimex Charter.</li> </ol>

No	Resolution/ Decision No	Date	Content
22.	38/NQ.HĐQT NK6-TMS	01/11/2024	Approval of the detailed implementation plan for the convertible bond offering approved by the 2024 Annual General Meeting of Shareholders under Resolution No. 01/2024/NQ.ĐHĐCĐ-TMS dated April 25, 2024.
23.	39/NQ.HĐQT NK6-TMS	01/11/2024	Approval of the plan for short-term loan from Cathay United Bank.
24.	40/NQ.HĐQT NK6-TMS	01/11/2024	1. Approval of the reappointment of members of the Board of Members and Supervisory Board for the 2024-2029 term at Transimex Property Co., Ltd. 2. Approval of the allowance for the members of the Board of Members and Supervisory Board of Transimex Property Co., Ltd.
25.	41/NQ.HĐQT NK6-TMS	01/11/2024	Approval of changes to the purpose of using proceeds from TMSH2326001 bonds and the process for obtaining bondholder opinions in writing.
26.	42/NQ.HĐQT NK6-TMS	19/11/2024	Approval of the process for obtaining bondholder opinions in writing to amend the terms and conditions of TMSH2426001 bonds.
27.	43/NQ.HĐQT NK6-TMS	19/11/2024	Approval of contracts and transactions with related parties as per Clauses 1 and 2, Article 167 of the Law on Enterprise and the Company Charter.
28.	44/NQ.HĐQT NK6-TMS	10/12/2024	1. Approval of the investment plan to acquire shares in Vinafreight Joint Stock Company. 2. Approval of related transactions as per Clauses 1 and 2, Article 167 of the 2020 Law on Enterprise and the Company Charter.

### 3. Report on Transactions with Related Parties and Insiders:

These transactions were disclosed in the 2024 Corporate Governance Report and detailed in the audited 2024 Financial Statements. All transactions were approved by the competent authorities of the Company and disclosed fully in accordance with legal regulations and the Company Charter.

### 4. Dividend Payment for 2023:

- (a) Pursuant to Resolution No. 01/2024/NQ.ĐHĐCĐ-TMS of the 2024 AGM dated April 25, 2024, the BOD issued Resolution No. 27/NQ.HĐQT NK6-TMS on July 4, 2024, approving the implementation of the 2023 dividend payment plan.
- (b) The dividend payment process for shareholders was executed promptly and in compliance with regulations.

### 5. Implementation of Resolutions from the 2024 Annual General Meeting:

Annual General Meeting Decisions	Implementation Results
Authorized the BOD to evaluate and select an independent auditor for the 2024 financial statements.	Selected Ernst & Young Vietnam Co., Ltd. (EY). The audited 2024 financial statements were issued and disclosed as per regulations.
Implemented the 2024 business plan.	Implemented.
Allocated funds for the activities of the BOD and Supervisory Board in 2024.	Implemented.
Implemented the 2023 profit distribution plan.	Implemented.
Terminated the plan to offer VND 200 billion in convertible bonds to the public in 2020.	Terminated.
Adjusted and replaced the plan to offer convertible bonds to the public in 2023.	The BOD issued a resolution to implement the detailed plan for the convertible bond offering as per the 2024 AGM resolution in Q4 2024, immediately following the completion of the share issuance for the 2023 dividend payment. However, due to certain internal factors (restructuring of certain capital sources to significantly reduce financial costs, which impacted the purpose of the bond proceeds) as well as external influences from policy changes (the Law on Amendments and Supplements to Certain Articles of the Law on Securities, passed by the National Assembly, with some provisions taking effect from January 1 <sup>st</sup> , 2025), the process of obtaining the bond offering registration certificate from the regulatory authority could not be completed within 2024 as initially anticipated.
Amended and supplemented the Company Charter, Internal Governance Regulations, and BOD Operating Regulations.	Implemented.

**6. Results of BOD Supervision and Support for the Executive Board:**

- 6.1 All BOD resolutions were delegated to the Executive Board for implementation and reporting to the BOD.
- 6.2 The BOD's supervision of the Executive Board was conducted through questioning the Executive Board on business results during regular meetings and monitoring various activities.
- 6.3 Continuously monitored the implementation of the 2024 business plan.
- 6.4 Strengthened corporate governance, internal control, and risk management activities within the Company.
- 6.5 The BOD Chairman regularly attended the Company's weekly briefing meetings, consistently overseeing and providing timely guidance on business operations.

6.6 The BOD's evaluation of the Executive Board's performance in 2024 includes:

- (i) Implemented construction projects in accordance with procedures, regulations, and resolutions of the AGM and BOD, actively executing investment projects and achieving high operational efficiency.
- (ii) Financial management was well-executed, ensuring balanced capital resources for business development.
- (iii) The Executive Board operated in accordance with its functions and duties, adhering to internal governance regulations, the Company Charter, and legal provisions.
- (iv) Information disclosure was conducted seriously and in compliance with regulations.
- (v) Complied fully and promptly with periodic or ad-hoc reporting requirements from regulatory authorities.
- (vi) Emphasized training to enhance the management and professional capabilities of the Company's staff.
- (vii) Effectively addressed the material and spiritual well-being of the Company's employees.

7. **Report on the Income of BOD Members in 2024:**

In 2024, BOD members received remuneration as stipulated. Details of the income and remuneration of each BOD member are disclosed in the audited 2024 Financial Statements, as follows:

No.	Name	Position	Income/Remuneration (VND)
1	Mr. Bùi Tuấn Ngọc	Chairman of the BOD	3,699,078,653
2	Mr. Lê Duy Hiệp	Vice Chairman of the BOD & General Director	2,737,748,049
3	Mr. Bùi Minh Tuấn	BOD Member	385,000,000
4	Mr. Charvanin Bunditkitsada	BOD Member	385,000,000
5	Mr. Toshiyuki Matsuda	BOD Member	342,222,226
6	Mr. Võ Hoàng Giang	Independent BOD Member	342,222,226
7	Mr. Huỳnh An Trung	Independent BOD Member	342,222,226
<b>Total</b>			<b>8,233,493,380</b>

**III. ACTIVITY PLAN OF THE BOARD OF DIRECTORS IN 2025:**

**1. Strive to Achieve the 2025 Consolidated Business Plan:**

*Unit: VND Million*

No.	Indicator	2024 Plan	Implementa tion 2024	2025 Plan	% 2025 plan compared to	
					2024 plan	Implementa tion 2024
1.	Consolidated Revenue	2,895,386	3,325,665	3.360,364	116.06%	101.04%
2.	Consolidated Profit Before Tax (PBT)	418,887	238,153	249,247	59.50%	104.66%
3.	PBT/Total Revenue Ratio	14.47%	7.16%	7.42%		
4.	Consolidated Profit After Tax		170.170	204.182		119,99%
5.	Rewarding the BOD, Supervisory Board, Executive Board, management officers of the parent company, and management officers of subsidiaries (5% of the excess if the 2025 business plan is exceeded).	-	-	-	-	-

## 2. Dividend Payment for Fiscal Year 2024:

Organize the payment of 2024 dividends to shareholders on time and in accordance with the resolutions Approval of by the 2025 Annual General Meeting of Shareholders.

## 3. Action Plan of the Board of Directors:

In the context of a global economy with ongoing risks such as prolonged geopolitical conflicts, trade wars, and tariff fluctuations, the BOD identifies 2025 as a period requiring enhanced flexibility, stringent control, and improved governance efficiency. Accordingly, the BOD sets forth the following orientations::

- 3.1 Closely monitor business performance to ensure the implementation of the 2025 plan Approval of by the AGM.
- 3.2 Strengthen and support the Executive Board in business operations, enhance internal control, and risk management within the Company.
- 3.3 Enhance corporate governance by reviewing and updating internal regulations to ensure compliance with new laws and international practices. Improve transparency in information disclosure and management of related-party transactions.
- 3.4 Strengthen human resource development, particularly for senior personnel, by reviewing appointments, evaluations, and succession planning for key executive positions. Promote training and development to build a capable successor team and enhance the skills of key management personnel.

- 3.5 Strengthen the implementation and application of information technology in governance, digitizing the management and operation of service activities.

The BOD highly appreciates and extends gratitude to the Executive Board and all employees for contributing to the Company's development. The Board of Directors, together with the Executive Board, will continue to devise measures, plans, and strategies to achieve the 2025 business plan.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

  
**Bui Tuan Ngoc**





**TRANSIMEX CORPORATION**

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**REPORT ON THE ACTIVITIES IN 2024 AND PLAN FOR 2025 OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

Pursuant to the duties, powers, and responsibilities of the Independent Member of the Board of Directors as stipulated in the Charter and the Regulations on the Operation of the Board of Directors (“BOD”) of Transimex Corporation (“Transimex” or “Company”).

The Independent Member of the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders (“AGM”) the report on activities in 2024 and the plan for 2025 as follows:

**I. ACTIVITIES OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS IN 2024:**

**1. Preliminary assessment by the Independent Member of the Board of Directors:**

- The Company’s BOD for the Term of 2023 – 2028 consists of 07 (seven) members, including 02 (two) independent members, ensuring that the required proportion of BOD members are independent members, as prescribed by law. Decisions of the BOD at meetings are adopted based on the majority principle, and meeting minutes are fully recorded with the signatures of the attending BOD members.
- All members of the BOD actively and fully participate in the planning activities, compliance control, strategic critique, and ensuring the standard corporate governance practices.
- The BOD of the Company has worked with a sense of responsibility and transparency in management, strictly adhering to the regulations applicable to public companies. The BOD meetings have been convened in a timely manner and conducted in accordance with the procedures outlined in the Charter and the Internal Governance Regulations.
- The agenda of the meetings was thoroughly discussed and carefully evaluated by the BOD members in order to propose directions and solutions that would bring the greatest benefits to the Company.
- Issues related to business strategy, market expansion, technology investment, and management system development were regularly reviewed and evaluated by the BOD during regular meetings to devise flexible response plans for the new phase, new challenges and opportunities in the market under the increasingly complex developments of the trade war and armed conflicts. The BOD promptly provided strategic direction and guidance on strategies and solutions, aimed at both strengthening internal capabilities and accelerating business growth breakthroughs, thanks to the creativity and great efforts of the management team and employees, Transimex achieved remarkable business results in 2024.

**2. Activities of the Independent Member of the Board of Directors:**

- In 2024, the Board of Directors convened 14 (fourteen) meetings, including both in-person meetings and meetings conducted through written consultation with the BOD members. The independent BOD members attended all 14/14 meetings (achieving a 100% attendance rate). The BOD members considered, stated opinions, and voted on matters within their authority, with a 100% approval rate for all issues submitted to the BOD.
- In addition, during 2024, the independent BOD members fulfilled their supervisory functions and duties over the BOD’s activities through the implementation the procedures and processes for organizing meetings, collecting written opinions from BOD members, the meeting materials, meetings, discussions, and the process of issuing BOD Resolutions. Meanwhile, they supervised the activities of the Executive Board (“EB”) through the implementation of BOD Resolutions. The specific activities of the independent BOD members include:



- + Supervising the implementation of the management, executive duties of the BOD and the EB.
- + Verifying the reasonableness, legality, integrity and prudence in the management, operation of business activities; the systematization, consistency, and appropriateness of accounting, statistics, and financial statements.
- + Assessing the completeness, legality, and integrity of the business performance reports, annual and quarterly financial statements, and the evaluation reports on the management activities of the BOD.
- + Perusing and evaluating the effectiveness and efficiency of the internal control system, risk management, and early warning for the Company through supervising the amendment and improvement of the Company's internal regulations and the issuance of documents regulating business operations.
- + Attending events of subsidiaries and affiliated companies, thereby contributing to understanding the overall operations of the Transimex group.

**3. Regarding the assessment results of the governance and supervisory activities of the Board of Directors and the Executive Board:**

- Overall, the BOD has effectively carried out its role in implementing the plans, policies, and strategic directions set by AGM, closely monitoring, supervising, and urging the progress of implementing the BOD's Resolutions and Decisions, which has allowed the EB to execute them quickly, timely, and effectively.
- The BOD complied with the corporate governance regulations, convening both regular and extraordinary meetings to provide timely direction and issue decisions in line with the actual situation.
- The BOD fulfilled its role and responsibility in directing, supporting, and supervising the EB in implementing the contents approved by the AGM and the BOD, ensuring compliance with legal regulations, while balancing the interests of the Company and its shareholders.
- The BOD members proactively identify their role and responsibility in supporting the EB, sharing experiences, interacting, and exchanging with the EB regarding corporate governance practices.
- The BOD supervised, assessed, and approved significant related party transactions arising in 2024.

**4. On the assessment results of the coordination between the independent Board members, the Board of Directors, the Executive Board, and management officers:**

- The independent BOD member received cooperation from the BOD and the EB and management officers of functional departments in providing the necessary information and documents to support inspection and supervision activities.
- The BOD has prepared the Report on the Activities of the BOD for 2024, which fully and accurately reflects the business performance in 2024 and the objectives for 2025. This report, along with the Audited Financial Report for 2024, has been provided to the independent BOD member in a complete and timely manner.

**II. OPERATION PLAN FOR 2025:**

1. Continue to perform the supervisory functions as outlined in the Company's operational regulations, adhering to independence, objectivity, and responsibility.

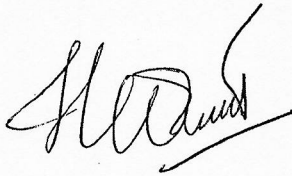
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2. Perform the management and supervisory functions over the EB's operations, closely collaborating with the EB to find solutions for addressing the challenges that persisted in 2024 and to implement effective management solutions for business operations in 2025.
3. Support the BOD in ensuring that corporate governance practices comply with the legal regulations and the Company's Charter.
4. Contribute to the improvement of the enterprise risk management system in line with the Company's operational situation and current legal regulations.
5. Perform other tasks as specified in the BOD's Operating Regulations of the Company.

Respectfully submit./.

**INDEPENDENT MEMBER OF THE BOD**

**INDEPENDENT MEMBERS OFF THE BOD**

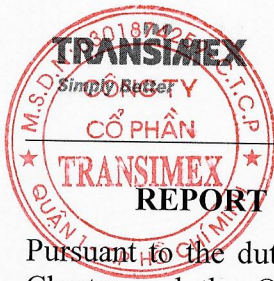


**Vo Hoang Giang**



**Huynh An Trung**





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**REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

Pursuant to the duties, powers, and responsibilities of the Supervisory Board as stipulated in the Charter and the Operational Regulations of the Supervisory Board of Transimex Corporation (“Transimex” or “Company”).

The Supervisory Board respectfully submits to the 2025 Annual General Meeting of Shareholders (“AGM”) the results of the inspection and supervision of the Board of Directors (“BOD”), the Executive Board (“EB”) in 2024 as follows:

**I. ACTIVITIES OF THE SUPERVISORY BOARD:**

**1. Members and Structure of the Supervisory Board (“SB”):**

The list of SB members for the year, effective as of December 31<sup>st</sup>, 2024, is as follows:

No.	Full Name	Title	Term of Appointment	Percentage of voting shares held as of December 31 <sup>st</sup> , 2024.
1.	Mr Vu Chinh	Head of the SB	Appointed on April 25 <sup>th</sup> , 2024	0.47%
2.	Ms Le Thi Ngoc Anh	Member of the SB	Terminated on April 25 <sup>th</sup> , 2024	0.00%
3.	Ms Le Thi Tuong Vy	Member of the SB	Appointed on April 26 <sup>th</sup> , 2023	0.00%
4.	Ms Nguyen Kim Hau	Member of the SB	Appointed on April 25 <sup>th</sup> , 2024	0.00%

**2. Activities of the SB Members:**

The Supervisory Board has carried out its supervisory duties in accordance with its rights and obligations, with specific activities as follows:

- Conducted direct supervision at the company and monitored via documents and files requested to be sent via email.
- Monitored the implementation of resolutions approved at the 2024 AGM, including the execution of business, financial plans and compliance with legal regulations and the Company’s Charter.
- Supervised the implementation of the resolutions of the BOD.
- Fully participated in all Board of Directors meetings, providing input to the BOD, the EB within the scope of the Supervisory Board’s responsibilities and authority, to keep up-to-date with the Company’s business, financial, and investment situation.
- Proposed the selection of an independent auditing firm to audit the 2024 financial statements, and reviewed the interim and annual financial Reports.
- Evaluated the legality and procedures for issuing Decisions and Resolutions of the BOD, verified the compliance of the BOD, the EB in adhering to the laws, the Company’s Charter, and internal regulations.
- Examined investment activities, and the use and management of capital.

**II. RESULTS OF THE SUPERVISORY BOARD’S SUPERVISION:**



## 1. Implementation of the 2024 business and financial plan:

Unit: billion VND

No.	Indicators	Implementation 2023	2024		% Implementation in 2024 Compared to	
			Plan 2024	Implementation 2024	Implementation 2023	Plan 2024
1	Consolidated revenue	2,389.82	2,895.38	3,325.67	139.16%	114.86%
2	Consolidated profit before tax (PBT)	237.41	418.89	238.15	100.31%	56.85%
3	PBT/Total revenue ratio	9.03%	14.47%	7.16%		

The consolidated revenue for 2024 reached VND 3,325.67 billion, achieving 114.86% of the 2024 plan, and an increase of 39,16% compared to 2023.

## 2. Preparation and audit of the 2024 financial statements:

- The company complied with the Accounting Law, accounting regimes, and current Vietnamese accounting standards in organizing its accounting records.
- The BOD selected Ernst & Young Viet Nam Limited to audit the individual and consolidated Financial Statements for 2024.
- Ernst & Young Vietnam Limited issued the 2024 audit report with an unqualified opinion.
- The Supervisory Board agreed with the content of the audited individual and consolidated Financial Statements for 2024.

## 3. Status of project investments and investments in affiliated companies:

- The key project is Long An Cold Storage with a total investment of VND 1,000 billion, which was completed and put into operation in 2024.
- The organizational structure of the company includes 20 subsidiaries as of December 31<sup>st</sup>, 2024.
- In 2024, Company completed the business merger transaction with Transportation and Trading Services Joint Stock Company (stock code TJC), increasing the voting share from 54,04% to 57,46%.
- Completed the acquisition of AP Supply Chain Joint Stock Company with an ownership ratio of 99.98%.
- Adjusted the ownership ratio in subsidiaries in accordance with the Resolutions of BOD.
- The total investment in joint venture and affiliated companies as of December 31<sup>st</sup>, 2024, is VND 1,787 billion, an increase of VND 67 billion compared to the beginning of the year.

## 4. Accounts Receivable Situation:

The company has effectively organized monitoring and implemented various appropriate measures to accelerate capital turnover and reduce receivables. The total short-term receivables from customers as of December 31<sup>st</sup>, 2024, is VND 314.21 billion, a decrease of VND 61.8 billion compared to the beginning of 2024.

## III. INCOME REPORT OF THE SUPERVISORY BOARD MEMBERS FOR 2024:

In 2024, the members of the SB were compensated in accordance with regulations, within the approved limit set by the AGM. Specifically, the compensation for the SB, is as follows:

No.	Full Name	Title	Compensation (before personal income tax) (VND)	Notes
1.	Mr Vu Chinh	Head of the SB	310,000,003	Appointed on April 25 <sup>th</sup> , 2024
2.	Ms Le Thi Ngoc Anh	Member of the SB	75,555,556	Terminated on April 25 <sup>th</sup> , 2024
3.	Ms Le Thi Tuong Vy	Member of the SB	256,666,667	Appointed on April 26 <sup>th</sup> , 2023
4.	Ms Nguyen Kim Hau	Member of the SB	160,000,000	Appointed on April 25 <sup>th</sup> , 2024
<b>Total</b>			<b>802,222,226</b>	

#### IV. RESULTS OF THE MONITORING, SUPERVISION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD:

##### 1. Supervising the activities of the BOD:

- The BOD successfully organized the 2024 AGM and instructed the EB to implement the resolutions of the 2024 AGM and the Resolutions of the BOD.
- The procedures and processes for the meetings and the approval of the BOD's resolutions are in accordance with the provisions of Law and the Company's Charter. The BOD Resolutions issued are consistent with the policies and Resolutions of the AGM.
- The BOD and the EB provided the SB with complete and timely information regarding business, financial, and investment activities... in 2024.
- The BOD monitors the activities of the EB through weekly and periodic reports on business performance, personnel changes, investments...The BOD has worked well with the EB to provide comprehensive and timely guidance on all company activities.
- The Supervisory Board has observed that: the BOD operated within its rights and duties as outlined in legal documents and the Company's Charter. The Resolutions, Decisions in the governance, management of the BOD are consistent with the company's actual situation and the development requirements set by the AGM, ensuring the legitimate and rightful rights and interests of shareholders. The BOD has excellently fulfilled its corporate governance responsibilities.

##### 2. Supervising the activities of the EB:

- The EB has implemented the Resolutions of the 2024 AGM and the Resolutions of the BOD.
- The EB holds regular meetings and directs the departments and units within the Company to promptly identify and address emerging issues, ensuring the highest efficiency in business operations.
- The EB has provided complete, timely, and accurate reports on business, financial, and investment performance to the BOD and requested the BOD's opinions.
- The Supervisory Board has observed that: The Executive Board has made significant efforts and consistently adhered to and complied with the resolutions, decisions, and internal governance regulations.

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**V. COORDINATION BETWEEN THE SUPERVISORY BOARD, BOARD OF DIRECTORS, EXECUTIVE BOARD AND SHAREHOLDERS:**

- The BOD, the EB and the specialized departments and units within the company have facilitated the SB in fully performing its functions and duties.
- The SB worked with departments: accounting, internal control to inspect and review the implementation of the business, financial, and investment plans, as well as internal regulations.
- Company made full, timely, accurate, and transparent information disclosures in accordance with the regulations for listed company.
- In 2024, there were no requests or complaints from shareholders/ shareholder groups submitted to the SB.

**VI. CONCLUSIONS AND RECOMMENDATIONS:**

- ❖ The Company's activities in 2024 have complied with the Law on Enterprises, the Law on Securities, the Company's Charter, relevant regulations, and have adhered to the resolutions of the AGM and the resolutions of the BOD. The company's information disclosure activities also comply with the relevant regulations applicable to listed company.
- ❖ **Recommendations:** With the Company's growing scale, to build on the achievements of 2024 and strive to fulfill the 2025 plan, the SB has the following proposals:
  1. Continue to strengthen the coordination between the parent company and its subsidiaries, affiliated, subordinate units, and departments in order to effectively utilize the Company's available capital, human resources, and advantages.
  2. Strengthen the monitoring and management of receivables to prevent customers from capital appropriation and capital loss, and establish strict regulations on individual and collective responsibilities in case of bad debt risks.
  3. Strengthen the application of information technology in management and operations, and promote digital economy development across the entire Company.
  4. Continue to improve salary, bonus, and welfare policies across the entire Company to align with the new situation, ensuring fairness and rationality between the parent company and its subsidiaries.
  5. Promote, reach potential customers through various channels such as organizing events, investing in the company's website, and advertising through social media platforms...

The above is the Supervisory Board's report for 2024 submitted to the 2025 AGM. On behalf of the Supervisory Board, I would like to sincerely thank the BOD, the Executive Board and all Departments of Transimex Corporation for providing favorable conditions that enabled the Supervisory Board to successfully fulfill its duties during the past period.

Respectfully submit./.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



**Vu Chinh**



Ho Chi Minh City, April 26<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the audited separate financial statements and consolidated financial statements for 2024 of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

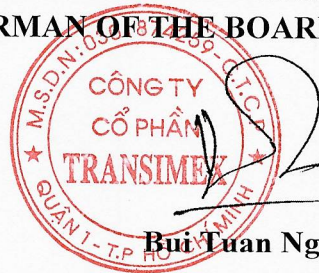
- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (“Company”);
- Pursuant to the audited separate financial statements and consolidated financial statements for 2024 of Transimex Corporation, which has been audited by Ernst & Young Vietnam Limited,

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of Transimex Corporation for approval of the audited separate financial statements and consolidated financial statements for 2024 of Transimex Corporation, which has been audited by Ernst & Young Vietnam Limited.

The separate financial statements and consolidated financial statements for 2024 of Transimex Corporation, audited by Ernst & Young Vietnam Limited, have been published on the website (<https://transimex.com.vn/co-dong/bao-cao-tai-chinh/>) of Transimex Corporation in accordance with applicable regulations.

Respectfully submit./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**



**TRANSIMEX CORPORATION**

Address: 172 (9<sup>th</sup>-10<sup>th</sup> Floor) Hai Ba Trung Street, Da Kao Ward, District 1, Ho Chi Minh City.

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

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

*Ho Chi Minh City, April 26<sup>th</sup>, 2025*

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (the "Company"),

**The Supervisory Board respectfully submits to the 2025 Annual General Meeting of Shareholders of Transimex Corporation for approval the authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Transimex Corporation, as follows:**

**1. Criteria for selecting the Independent Auditing Firm:**

- The Firm must be legally operating in Vietnam.
- The firm must be an independent auditing organization included in the list of auditing firms approved by the State Securities Commission to perform audits in accordance with regulations and the law on independent audits.
- The firm must have experience auditing Vietnamese Public Companies.
- The firm must have a reputation for high-quality auditing services.
- The auditing team must have a high level of expertise and substantial experience.
- The firm must be able to meet the requirements regarding the audit scope and timeline.
- The audit fees must be reasonable and in line with the quality and scope of the audit.

**2. Proposal for the selection of an Independent Auditing Firm:**

The 2025 Annual General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of one of the Independent Auditing Firm approved by the State Securities Commission for auditing listed companies, from the following list:

- PwC (Vietnam) Limited (PwC).
- Ernst & Young Viet Nam Limited (EY).
- Deloitte Vietnam Audit Company Limited (Deloitte).
- Kpmg Limited (KPMG).

Respectfully present to the General Meeting of Shareholders./.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**

**Vu Chinh**

Ho Chi Minh City, April 26<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the 2025 consolidated business plan of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation (“Company”);
- Pursuant to the Internal Governance Regulations of Transimex Corporation;
- Based on the results of the 2024 business plan implementation and the 2025 business development situation of Transimex Corporation,

**The Board of Directors respectfully submits to the Company’s 2025 Annual General Meeting of Shareholders for approval of the 2025 consolidated business plan of Transimex Corporation, details as follows:**

*Unit: Million VND*

No	Indicator	Plan 2024	Implementation 2024	Plan 2025	% of plan 2025 vs.	
					Plan 2024	Implementation 2024
1.	Consolidated revenue	2,895,386	3,325,665	3,360,364	116.06%	101.04%
2.	Consolidated profit before tax (PBT)	418,887	238,153	249,247	59.50%	104.66%
3.	Proportion of PBT /Total revenue	14.47%	7.16%	7.42%		
4.	Consolidated profit after tax		170.170	204,182		119.99%
5.	Rewarding the Board of Directors, the Supervisory Board, the Executive Board, and management officers (5% of the amount exceeding the plan, if the 2025 business plan is exceeded).	-	-	-	-	-

Respectfully present to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**

Ho Chi Minh City, April 26<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the 2024 profit distribution plan and the 2025 profit distribution plan of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation (“Company”);
- Pursuant to the Internal Governance Regulations of Transimex Corporation;
- Based on the results of the 2024 business plan implementation and the 2025 business development situation of Transimex Corporation,

**The Board of Directors respectfully submits to the Company’s 2025 Annual General Meeting of Shareholders for approval of the 2024 profit distribution plan and the 2025 profit distribution plan of Transimex Corporation, details as follows:**

**1. Profit distribution plan for 2024:**

No	Indicator	Amount (VND)
<b>1</b>	<b>Profit after tax in 2024 (According to audited consolidated financial statements in 2024).</b>	
1.1	Accumulated undistributed profit after tax up to December 31 <sup>st</sup> , 2024.	1,551,379,414,582
1.2	Profit after corporate income tax for fiscal year 2024.	170.169.834.108
<b>2</b>	<b>Profit distribution plan for 2024:</b>	
2.1	Fund allocation.	0
2.2	Pay 10% dividend in cash.	169,336,335,000
2.3	Pay 2% dividend in shares.	33,867,260,000
<b>3</b>	<b>Remaining undistributed profit after tax.</b>	<b>1,348,175,819,582</b>



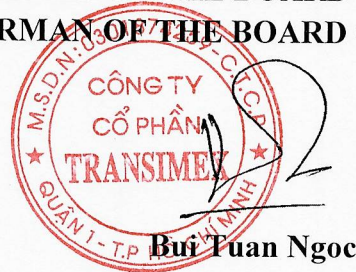
**2. Expected profit distribution plan for 2025:**

STT	Target	Amount (VND)
<b>1</b>	<b>Profit after tax in 2025</b>	
1.1	Accumulated undistributed profit after tax up to December 31 <sup>st</sup> , 2025.	1,566,273,168,989
1.2	Profit after corporate income tax for fiscal year 2025.	204,182,044,488
<b>2</b>	<b>Expected profit distribution plan for 2025:</b>	
2.1	Fund allocation for the operating fund of the Board of Directors and the Supervisory Board in 2025.	3,000,000,000
2.2	Dividend payment 10% - 15% (cash and/or shares).	
<b>3</b>	<b>Remaining undistributed profit after tax.</b>	

3. The 2025 Annual General Meeting of Shareholders delegates authority to the Company's Board of Directors to implement in detail and decide on the contents related to the implementation of the above 2024 profit distribution plan after being approved by the 2025 Annual General Meeting of Shareholders and in accordance with the provisions of law.

Respectfully submit to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**



*Ho Chi Minh City, April 26<sup>th</sup>, 2025*

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the plan for the operational fund for the Board of Directors, the Supervisory Board in 2025 of Transimex Corporation.*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

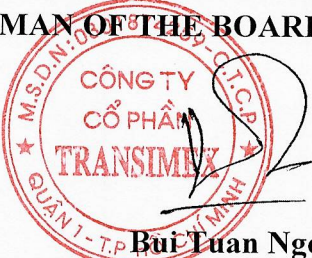
- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation (“Company”);
- Pursuant to the Internal Governance Regulations of Transimex Corporation,

**The Board of Directors respectfully submits to the Company’s 2025 Annual General Meeting of Shareholders for approval of the plan for the operating fund of the Board of Directors and the Supervisory Board in 2025 of Transimex Corporation, details as follows:**

The total operating fund of the Board of Directors and the Supervisory Board for 2025, proposed to the Annual General Meeting of Shareholders in 2025, is **3,000,000,000 VND**.

Respectfully present to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

  
Bui Tuan Ngoc

Ho Chi Minh City, April 26<sup>th</sup>, 2025

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the plan to issue shares to pay dividends in 2024 of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Transimex Corporation (“Company”);
- Pursuant to the Internal Governance Regulations of Transimex Corporation,

**The Board of Directors respectfully submits to the Company’s 2025 Annual General Meeting of Shareholders for approval of the plan to issue shares to pay dividends in 2024 to existing shareholders, details as follows:**

1. **Stock Name:** Transimex Corporation Share.
2. **Type of stock:** Ordinary Share.
3. **Par value of shares:** 10,000 VND/share.
4. **Current charter capital:** 1,693,479,540,000 VND.
5. **Total number of shares issued:** 169,347,954 shares.

Of which:

- Number of shares outstanding : 169,336,335 shares.
- Number of treasury shares : 11.619 Shares.

6. **Offering target:** Existing shareholders whose names are on the list on the last registration date of closing the shareholder list. The closing date of the list is decided by the General Meeting of Shareholders authorized by the Board of Directors.
7. **Number of shares expected to be issued:** 3,386,726 shares.
8. **Total issuance value at par value:** VND 33,867,260,000.
9. **Ratio of number of shares issued** (number of shares expected to be issued/number of shares outstanding): 2%.
10. **Ratio of rights exercise:** 100:2. Shareholders owning 01 (one) share will receive 01 (one) right to receive additional shares. For every 100 rights to receive additional shares, they will receive 02 (two) new shares.
11. **Plan for handling arising fractional shares (if any):** The number of additional shares issued will be rounded down to the nearest unit, and the decimal part (if any) will be canceled.

*For example: Shareholder A owns 110 shares on the shareholder record date. With the exercise ratio of 100:2, shareholder A will receive  $(110/100 * 2) = 2.2$  new shares. According to the above processing principle, shareholder A will receive 02 new shares. The decimal number of 0.2 shares will be canceled.*



12. **Issued capital source:** Undistributed profit after tax in the audited 2024 Consolidated Financial Statements.
13. **Issuance method:** Shares issued to existing shareholders will be distributed according to the rights exercise method.
14. **Implementation time:** Expected in 2025. The General Meeting of Shareholders delegates the Board of Directors to decide specific implementation time.
15. Approving additional registration and listing with Vietnam Securities Depository and Clearing Corporation and Ho Chi Minh City Stock Exchange for the number of securities issued according to the Plan.
16. Approving the adjustment of the Enterprise Registration Certificate at the Ho Chi Minh City Department of Finance after the end of the issuance.
17. The General Meeting of Shareholders delegates the Board of Directors to carry out the following tasks:
  - a. Prepare and explain the issuance registration dossier to the State Securities Commission. Proactively adjust the issuance plan and other related dossiers according to the requirements and instructions of the State Securities Commission and other competent authorities;
  - b. Develop a plan to ensure the foreign investor ownership ratio is in accordance with the provisions of law;
  - c. Select the shareholder record date to implement the above issuance plan;
  - d. Carry out related procedures with Vietnam Securities Depository and Clearing Corporation, Ho Chi Minh City Stock Exchange and Ho Chi Minh City Department of Finance;
  - e. Other issues related to the issuance of shares to pay dividends to ensure the successful issuance;
  - f. Depending on each specific case, the Board of Directors may re-authorize the Chairman of the Board of Directors and/or the General Director to perform one or more of the specific tasks mentioned above.

Respectfully present to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**

Ho Chi Minh City, April 26<sup>th</sup>, 2024

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the continued implementation of the plan to offer convertible bonds to the public of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities 2019 dated November 26<sup>th</sup>, 2019;
- Pursuant to Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities (“Decree 155”);
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation;
- Pursuant to Resolution of the 2024 Annual General Meeting of Shareholders No. 01/2024/NQ.ĐHĐCĐ-TMS dated April 25<sup>th</sup>, 2024 of Transimex Corporation (“Company”),

**The Board of Directors respectfully submits to the Company’s 2025 Annual General Meeting of Shareholders approval of continued implementation of the plan to offer convertible bonds to the public, details as follows:**

1. Approving the continued implementation of the plan to offer 4,000,000 convertible bonds to the public in the domestic market (“Offering Plan”) according to the plan approved by the 2024 Annual General Meeting of Shareholders of Transimex Corporation in Article 13 of Resolution of the 2024 Annual General Meeting of Shareholders No.01/2024/NQ.ĐHĐCĐ-TMS dated April 25<sup>th</sup>, 2024.
2. Approving of the supplementation related to the capital usage plan to the last part of section **III. PLAN FOR USING CAPITAL OBTAINED FROM THE OFFERING** in the Offering Plan, specifically as follows:  
“ In case the capital mobilization roadmap from the offering changes, leading to the progress of mobilizing the proceeds from the offering being earlier than the payment progress according to the capital use plan approved by the General Meeting of Shareholders and/or the Board of Directors, the Company’s Board of Directors is entitled to allocate the temporarily idle proceeds from the offering for the purpose of saving at commercial banks with a term of no more than 06 (six) months. The Company will settle the term deposits for payment in accordance with the capital use progress at the time of occurrence .”
3. The General Meeting of Shareholders delegates the Board of Directors to carry out detailed tasks and procedures related to the implementation of the Offering Plan in accordance with the content approved by the General Meeting of Shareholders.

Respectfully submits to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

  
**Bui Tuan Ngoc**

*Ho Chi Minh City, April 26, 2024*

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding approval of the the amendment and supplement to the Charter of Transimex Corporation*

**Respectfully to: The General Meeting of Shareholders of Transimex Corporation**

- Pursuant to the Law on Enterprises 2020 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Internal Governance Regulations of Transimex Corporation (“Company”),

**The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of the Company to approve the amendment and supplement to the Charter of Transimex Corporation, details as follows:**

**1. Amendments and Supplementations:**

Article	Current content	Amendment	Reason for revision
Article 48	<p><b>Article 48. Profit distribution</b></p> <p>1. The General Meeting of Shareholders decides on the rate of dividend payment and the form of annual dividend payment from the Company’s retained profit.</p> <p>2. The Company shall not pay interest on a Dividend or Payment relating to a Class of Shares.</p> <p>3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the unit implementing the decision.</p> <p>4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the Shareholder. In case the Company has transferred the amount according to the bank details provided by the Shareholder but the Shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this Shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a Securities Company or the Vietnam Securities Depository and Clearing Corporation.</p> <p>5. Pursuant to the Law on Enterprises</p>	<p><b>Article 48. Profit distribution</b></p> <p>1. The General Meeting of Shareholders decides on the rate of dividend payment and the form of annual dividend payment from the Company’s retained profit.</p> <p>2. The Company shall not pay interest on a Dividend or Payment relating to a Class of Shares.</p> <p>3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the unit implementing the decision.</p> <p>4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the Shareholder. In case the Company has transferred the amount according to the bank details provided by the Shareholder but the Shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this Shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a Securities Company or the Vietnam Securities Depository and Clearing Corporation.</p>	<p>Update to comply with the Model Charter applicable to public companies according to Circular 116/2020/TT-BTC of the Ministry of Finance.</p>



Article	Current content	Amendment	Reason for revision
	<p>and the Law on Securities, the Board of Directors shall adopt a Resolution or decision to determine a specific date to close the list of Shareholders. Based on that date, those who register as Shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.</p> <p>6. Unless otherwise provided by law, based on the Audited Financial Statements approved at the Annual General Meeting of Shareholders and in addition to the distributed dividends, shareholders' equity accumulated through the Business Development Investment Fund = 15% (fifteen percent) of after-tax profit.</p> <p>In addition, based on the annual business performance results, the General Director proposes the level of fund allocation from the Company's after-tax profit to submit to the Board of Directors for consideration and submit to the General Meeting of Shareholders for approval.</p> <p>7. Other issues related to profit distribution are carried out in accordance with the provisions of law.</p>	<p><del>5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a Resolution or decision to determine a specific date to close the list of Shareholders. Based on that date, those who register as Shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.</del></p> <p><del>6. Unless otherwise provided by law, based on the Audited Financial Report approved at the Annual General Meeting of Shareholders and in addition to the distributed dividends, shareholders' equity accumulated through the Business Development Investment Fund = 15% (fifteen percent) of after-tax profit.</del></p> <p><del>In addition, based on the annual business performance results, the General Director proposes the level of fund allocation from the Company's after-tax profit to submit to the Board of Directors for consideration and submit to the General Meeting of Shareholders for approval.</del></p> <p>7. Other issues related to profit distribution are carried out in accordance with the provisions of law.</p>	



2. The General Meeting of Shareholders approved the amended Charter, supplementing Article 48 above and replacing the Charter approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2024.

Respectfully present to the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**