



TRANSIMEX CORPORATION

CÔNG TY
CỔ PHẦN

No. 01/2025/NQ.ĐHĐCĐ-TMS

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, April 26th, 2025

RESOLUTION

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TRANSIMEX CORPORATION

- Pursuant to the Law on Enterprises 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Charter of Transimex Corporation;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025/BB.ĐHĐCĐ-TMS dated April 26th, 2025 of Transimex Corporation,

RESOLVED:

Article 1. Approval of the Report on the Activities for 2024 and the Plan for 2025 of the Board of Directors of Transimex Corporation.

Report details are attached.

Article 2. Approval of the Report on the Activities for 2024 and the Plan for 2025 of the Independent Member of the Board of Directors of Transimex Corporation.

Report details are attached.

Article 3. Approval of the Report on the Activities for 2024 of the Supervisory Board of Transimex Corporation.

Report details are attached.

Article 4. Approval of the audited separate and consolidated financial statements for 2024 of Transimex Corporation.

Approval of the audited separate and consolidated financial statements for 2024 of Transimex Corporation, which has been audited by Ernst & Young Vietnam Limited.

The separate 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

Article 5. Approval of the authorizing the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Transimex Corporation.

The 2025 Annual General Meeting of Shareholders authorizes the Board of Directors to decide on one of the auditing firms approved by the State Securities Commission to audit listed companies from the list and criteria for selection as follows:

1. Criteria for selecting the Independent Auditing Firm:

- Must be a legally operating company in Vietnam.
- It must be an independent auditing firm included in the list of audit organizations approved by the State Securities Commission for conducting audits in accordance with the regulations and laws on independent auditing.
- Must have experience in auditing Vietnamese public companies.



- Must have a reputable track record in audit quality.
- Must have a highly qualified and experienced audit team.
- Must be able to meet the requirements regarding audit scope and schedule.
- Must offer a reasonable audit fee commensurate with the quality and scope of the audit.

2. Proposal for selecting the Independent Auditing Firm:

- Pwc (Vietnam) Limited (PWC).
- Ernst & Young Viet Nam Limited (EY).
- Deloitte Vietnam Audit Co., Ltd (Deloitte).
- KPMG Limited (KPMG).

Article 6. Approval of the 2025 consolidated business plan of Transimex Corporation.

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).	-	-	-	-	-

Article 7. Approval of the 2024 profit distribution plan and the 2025 profit distribution plan of Transimex Corporation.

1. Profit distribution plan for 2024:

No	Indicator	Amount (VND)
1	Profit after tax in 2024 (According to audited consolidated financial statements in 2024).	
1.1	Accumulated undistributed profit after tax up to December 31 st , 2024.	1,551,379,414,582
1.2	Profit after corporate income tax for fiscal year 2024.	170.169.834.108
2	Profit distribution plan for 2024:	

No	Indicator	Amount (VND)
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
3	Remaining undistributed profit after tax.	1,348,175,819,582

2. Expected profit distribution plan for 2025:

STT	Target	Amount (VND)
1	Profit after tax in 2025	
1.1	Accumulated undistributed profit after tax up to December 31 st , 2025.	1,566,273,168,989
1.2	Profit after corporate income tax for fiscal year 2025.	204,182,044,488
2	Expected profit distribution plan for 2025:	
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).	
3	Remaining undistributed profit after tax.	

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.

Article 8. Approval of the plan for the operational fund for the Board of Directors and the Supervisory Board 2025 of Transimex Corporation.

Approving of the total operating fund of the Board of Directors and the Supervisory Board for 2025 is 3,000,000,000 VND.

Article 9. Approval of the plan to issue shares to pay dividends in 2024 of Transimex Corporation.

- Stock Name:** Transimex Corporation Share.
- Type of stock:** Ordinary Share.
- Par value of shares:** 10,000 VND/share.
- Current charter capital:** 1,693,479,540,000 VND.
- 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.

- 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.
- 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.

Article 10. Approval of the continued implementation of the plan to offer convertible bonds to the public of Transimex Corporation.

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 25th, 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

Article 11. Approval of the amendments, adjustment to the Charter of Transimex Corporation.

1. Amendments and Supplementations:

Article	Current content	Amendment	Reason for revision
<p>Article 48</p>	<p>Article 48. Profit distribution</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</p>	<p>Article 48. Profit distribution</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</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>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 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</p>	<p>Vietnamesc 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 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 Report approved at the Annual General Meeting of Shareholders and in addition to the distributed dividends, shareholders' equity accumulated through the Business Development</p>	

Article	Current content	Amendment	Reason for revision
	<p>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>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>	



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 25th, 2024.

Article 12. Enforcement Provisions.

1. The Resolution of the 2025 Annual General Meeting of Shareholders of Transimex Corporation has been duly voted on and approved by the 2025 Annual General Meeting of Shareholders and shall take effect from the date of signing.
2. The Board of Directors and the Executive Board of Transimex Corporation shall implement this Resolution.

Recipients:

- As stipulated in Article 12;
- The SSC;
- The HNX;
- Archived: GM of Shareholders' Documents.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING**

Bui Tuan Ngoc
Chairman of the Board of Directors