

PROPOSAL

**For approval of plan to increase charter capital
through stock dividends distribution in 2024**

To: The General Meeting of Shareholder
Phuong Dong Viet Shipping and Logistics Corporation

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020 guiding the implementation of certain provisions of the Law on Securities;*
- *The Charter of Organization and Operation of Phuong Dong Viet Shipping and Logistics Corporation;*
- *The Company's actual operating conditions and needs.*

The Board of Directors respectfully submits to the General Meeting of Shareholders ("GMS") for review and approval of the plan to increase charter capital through share issuance for 2024 dividend payment, as follows:

- Issuing organization: **Phuong Dong Viet Shipping and Logistics Corporation**
- Name of share: **Shares of Phuong Dong Viet Shipping and Logistics Corporation**
- Par value: **VND 10,000/share**
- Type of share: **Common share**
- Number of outstanding shares: **66,095,966 shares**
- Number of treasury shares: **0 shares**
- Number of additional shares expected to be issued: **13,219,191 shares (equivalent to 20% of the outstanding shares)**
- Total par value of shares to be issued: **VND 132,191,910,000**
- Issuance method: **Issuance of shares for 2024 dividend payment**
- Target recipients: **Existing shareholders whose names are listed on the record date determined by the Vietnam Securities Depository and Clearing Corporation**
- Capital source for issuance: **From undistributed after-tax profits as shown in the audited financial statements for 2024**
- Distribution method: **The shares will be distributed to existing shareholders via rights execution**
- Rights ratio: **Total number of shares expected to be issued / total number of outstanding shares at the time of issuance**

At the time of approval, the proposed ratio is 100:20 (equivalent to 20%) – for every 01 share held, a shareholder receives 01 right; 100 rights entitle the holder to 20 new shares

- Expected issuance period: **From Q2/2025 to Q4/2025. The specific timing will be decided by the Board of Directors**
- Total expected number of shares after issuance: **79,315,157 shares**
- Expected charter capital after issuance: **VND 793,151,570,000**

The Board of Directors respectfully submits this plan for the General Meeting of Shareholders to review and approve in its entirety—the plan to increase charter capital through the issuance of shares for the 2024 dividend payment of Phuong Dong Viet Shipping and Logistics Corporation, as detailed in the attached document.

Sincerely propose to the General Meeting for consideration and approval./.

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

Le Truc Lam

PLAN TO INCREASE CHARTER CAPITAL THROUGH SHARE ISSUANCE FOR 2024 DIVIDEND PAYMENT

(Attached to the Proposal on the Plan to Increase Charter Capital through Share Issuance for 2024 Dividend Payment)

I. LEGAL BASIS

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th session, on June 17, 2020;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th session, on November 26, 2019;
- Law No. 56/2024/QH15 amending and supplementing a number of laws, including the Law on Securities, Law on Accounting, Law on Independent Audit, and others, passed by the 15th National Assembly, 8th session, on November 29, 2024;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations and guidance for implementing certain provisions of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, guiding several contents related to public offerings, share issuance, public tender offers, share repurchase, and registration/deregistration of public companies;
- Business Registration Certificate No. 0304934883 issued by the Department of Planning and Investment of Ho Chi Minh City, first issued on April 20, 2007, and revised for the 19th time on November 11, 2024;
- Charter of Organization and Operation of Phuong Dong Viet Shipping and Logistics Corporation.

II. PURPOSE OF INCREASING CHARTER CAPITAL

To strengthen financial capacity, expand business scale, and improve the business efficiency of Phuong Dong Viet Shipping and Logistics Corporation.

III. CAPITAL UTILIZATION PLAN

The Company will issue shares for dividend payment using undistributed after-tax profits based on the audited financial statements for 2024. All such profits will be used to provide counterpart capital for acquiring one oil/chemical tanker of about 19,000–25,000 DWT or a bulk carrier of 25,000–75,000 DWT as part of the 2025 investment portfolio, and to supplement working capital for business operations.

IV. ISSUANCE METHOD

Issuance of shares for dividend payment.

V. ISSUANCE PLAN

1. **Issuing organization:** Phuong Dong Viet Shipping and Logistics Corporation
2. **Share name:** Shares of Phuong Dong Viet Shipping and Logistics Corporation
3. **Par value:** VND 10,000/share
4. **Share type:** Common shares
5. **Outstanding shares:** 66,095,966 shares
6. **Treasury shares:** 0 shares

7. **Expected new shares to be issued:** 13,219,191 shares (equivalent to 20% of outstanding shares)
8. **Total par value of new shares:** VND 132,191,910,000
9. **Issuance method:** Share issuance for 2024 dividend payment
10. **Eligible recipients:** Existing shareholders as recorded on the final registration date set by the Vietnam Securities Depository and Clearing Corporation (VSDC)
11. **Capital source:** Undistributed after-tax profit in the audited financial statements for 2024
12. **Distribution method:** Rights issue to existing shareholders
13. **Rights ratio:** Number of shares to be issued / outstanding shares at the time of issuance
Ratio at approval: 100:20 (20%) – Each shareholder holding 1 share receives 1 right; 100 rights entitle the holder to 20 new shares
14. **Transfer restriction:** These shares will be freely transferable
15. **Expected issuance period:** From Q2/2025 to Q4/2025, with specific timing to be determined by the Board of Directors
16. **Handling of fractional shares and unallocated shares (if any):**
Fractional shares will be rounded down to the nearest whole number and discarded
Example: Shareholder A owns 119 shares. With a 100:20 ratio, A would be entitled to 23.8 shares → rounded down to 23 shares; 0.8 share will be canceled
17. **Total shares after issuance:** 79,315,157 shares
18. **Expected charter capital after issuance:** VND 793,151,570,000
19. **Compliance with foreign ownership limit:** The issuance will not exceed the maximum foreign ownership limit as regulated by the State Securities Commission (SSC)
20. **Securities registration and listing:**
All successfully issued shares will be additionally registered with VSDC and listed/traded on the Stock Exchange
21. **Amendments to the Charter:**
Amend the Charter of the Company accordingly and update the registered business information with the Department of Planning and Investment of Ho Chi Minh City
22. **Authorization to the Board of Directors:**
The General Meeting of Shareholders authorizes the Board of Directors to:
 - Modify and supplement the issuance plan per SSC and regulatory requests;
 - Handle procedures with SSC, VSDC, Stock Exchange, Department of Planning and Investment, and other authorities;
 - Set the record date for shareholder entitlements;
 - Handle fractional and unallocated shares;

- Amend the charter to reflect the new charter capital and share quantity, and update business registration accordingly;
- Register and list the newly issued shares;
- Perform all necessary tasks to complete the issuance;
- All actions must remain within the legal authority of the Board. If any matter exceeds the Board's authority, it must be resubmitted to the General Meeting for approval.

Any changes and/or adjustments mentioned above must remain within the decision-making authority of the Board of Directors and comply with applicable legal regulations. In cases where the changes and/or adjustments exceed the authority of the Board of Directors, the Board must seek re-approval from the General Meeting of Shareholders.