

## No: ..05/CBTT-TOT

*Ho Chi Minh City, January 15<sup>th</sup>, 2026*

**Dear :**

- **State Securities Commission**
- **Hanoi Stock Exchange**

1. Company name: **TRANSIMEX LOGISTICS CORPORATION**
  - Stock code: TOT
  - Head office address: 2<sup>nd</sup> Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Cau Kieu Ward, Ho Chi Minh City, Vietnam.
  - Phone: (028) 3729 73 73 - Fax:
  - Website: [www.transimextrans.com.vn](http://www.transimextrans.com.vn) - Email: [tmstrans.info@transimex.com.vn](mailto:tmstrans.info@transimex.com.vn)
2. Information disclosure:
  - Vote Counting Minutes Written Opinion Form No. 01/2026/BB.ĐHĐCĐ-TOT dated 15<sup>th</sup> January 2026 of Shareholders Transimex Logistics Corporation.
  - Resolution of the 2026 Extraordinary General Meeting of Shareholders No. 01/2026/NQ.ĐHĐCĐ-TOT dated 15<sup>th</sup> January 2026 of Transimex Logistics Corporation.
3. This information was published on the Company's website on 15<sup>th</sup> January 2026 at the link <https://transimextrans.com.vn>.

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

**Recipient:**

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

**Attached documents:**

- *Vote Counting Minutes Written Opinion Form No. 01/2026/BB.ĐHĐCĐ-TOT dated 15<sup>th</sup> January 2026 of Shareholders Transimex Logistics Corporation.*
- *Resolution of the 2025 Extraordinary General Meeting of Shareholders No. 01/2026/NQ.ĐHĐCĐ-TOT dated 15<sup>th</sup> January 2026 of Transimex Logistics Corporation.*

~~Authorized personnel to disclose information~~



**Huynh Van Toan**  
Secretary of the Board of Directors

**VOTE COUNTING MINUTES  
WRITTEN OPINION FORM OF SHAREHOLDERS  
TRANSIMEX LOGISTICS CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14;
- Pursuant to the Charter of Transimex Logistics Corporation ("Company");
- Pursuant to the total number of Written Opinion Form of Shareholders of Transimex Logistics Corporation received as of 10:00 A.M on January 15<sup>th</sup>, 2026,

Today, at 02:00 P.M on January 15<sup>th</sup>, 2026, at the Meeting Room, 2<sup>nd</sup> Floor – Phu Nhuan Plaza Building, No. 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam, the Vote Counting Committee of Transimex Logistics Corporation proceeded with the counting of the Written Opinion Form of Shareholders of Transimex Logistics Corporation and prepared the Vote Counting Minutes as follows:

**I. COMPANY INFORMATION:**

- 1.1. Company Name: **TRANSIMEX LOGISTICS CORPORATION**
- 1.2. Head Office: 2<sup>nd</sup> Floor – Phu Nhuan Plaza Building, No. 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.
- 1.3. Enterprise Registration Number: 0307821849 issued by the Department of Planning and Investment of Ho Chi Minh City (now the Department of Finance of Ho Chi Minh City) on the initial date of March 18<sup>th</sup>, 2009 (as amended and supplemented from time to time).
- 1.4. Telephone: (028) 3729 73 73 - Website: [www.transimextrans.com.vn](http://www.transimextrans.com.vn)
- 1.5. Stock Code: TOT

**II. ATTENDEES:**

- 2.1. **Representative of the Board of Directors:** Mr. Bui Tuan Ngoc – Chairman of the Board of Directors.

**2.2. Vote Counting Committee:**

- |  |                           |
|--|---------------------------|
| (a) Mr. Bui Tuan Ngoc – Chairman of the BOD          | - Head of the Committee   |
| (b) Mr. Trinh Anh Tuan – Member of the BOD, Director | - Member of the Committee |
| (c) Mr. Huynh Van Toan – Secretary of the BOD        | - Member of the Committee |
| (d) Mr. Nguyen Bao Huy – Chief Accountant            | - Member of the Committee |

**2.3. Vote Counting Supervisory Committee:**

- |  |                           |
|--|---------------------------|
| (a) Mr. Pham Xuan Quang – Head of SB       | - Head of the Committee   |
| (b) Ms. Nguyen Thi Thai Nhi – Member of SB | - Member of the Committee |
| (c) Mr. Vo Thanh Dong – Member of SB       | - Member of the Committee |

**III. PURPOSE AND MATTERS FOR COLLECTING WRITTEN OPINIONS OF SHAREHOLDERS**

Approval of the matters stipulated under Resolution No. 26/2025/NQ.HDQT-TOT dated 26<sup>th</sup> November 2025 and Resolution No. 31/2025/NQ.HDQT-TOT dated 25<sup>th</sup> December 2025 of the Board of Directors of Transimex Logistics Corporation, with details as follows:



- 3.1. Approval of the 2025 Regulation on Collecting Written Opinion of Shareholder of Transimex Logistics Corporation.
- 3.2. Approval of the list of the Vote Counting Committee and the Vote Counting Supervisory Committee for the purpose of counting of the Written Opinion Form of Shareholders of Transimex Logistics Corporation.
- 3.3. Approval of the private placement plan for bonds of Transimex Logistics Corporation.
- 3.4. Approval of the plan to offer additional shares to existing shareholders to increase the charter capital of Transimex Logistics Corporation.
- 3.5. Approval of the policy for implementing the investment project of Transimex Logistics Corporation.
- 3.6. Approval of the the amendment to business lines and activities of Transimex Logistics Corporation.
- 3.7. Approval of the amendments, supplements to the Charter of the legal representative of Transimex Logistics Corporation.

#### IV. RESULTS OF THE COUNTING OF WRITTEN OPINION FORM OF SHAREHOLDERS:

##### 4.1. General Information:

- a) Pursuant to the List of shareholders of Transimex Logistics Corporation dated December 17<sup>th</sup>, 2025, issued by the Viet Nam Securities Depository and Clearing Corporation, the Board of Directors distributed written opinion form to collect written opinions from shareholders, with the following general information:
  - Voting period: From December 25<sup>th</sup>, 2025 to 10:00 A.M on Januray 15<sup>th</sup>, 2026.
  - Total number of written opinions form distributed to shareholders: 402 forms, representing/holding 9,207,842 voting shares, equivalent to 9,207,842 voting ballots, accounting for 100% of the total voting ballots.
  - Method of distribution of Written opinions form to shareholders: By post or directly to shareholders.
  - Methods for shareholders to return Written opinions form to the Company: By directly submitting them at the Company's head office, by post, or via email.
- b) Pursuant to the List of shareholders of Transimex Logistics Corporation who participated in the voting as of 10:00 A.M on Januray 15<sup>th</sup>, 2026, the Board of Directors received returned Written opinions form with the following information:
  - **Number of Written opinions form returned by shareholders to the Company: 18 forms** (corresponding to **18** shareholders), representing/holding **8,172,208** common shares with voting rights, equivalent to **8,172,208** voting ballots, accounting for **88.75%** of the total number of voting ballots. Among them:
    - (i) *Number of valid Written opinions form: 18 Forms, representing/holding 8,172,208 common shares with voting rights, equivalent to 8,172,208 voting ballots, accounting for 88.75% of the total number of voting ballots.*
    - (ii) *Number of invalid Written opinions form: 0 Form, representing/holding 0 common shares with voting rights, equivalent to 0 voting ballots, accounting for 0% of the total number of voting ballots.*
    - (iii) *Methods by which shareholders returned the Written opinions form to the Company: by directly submitting at the Company's head office, by post, or via email.*

- **Number of Written opinions form not returned to the Company:** 384 forms (equivalent to 384 shareholders), representing 1,035,634 common shares with voting rights, equivalent to 1,035,634 voting ballots, accounting for 11.25% of the total number of voting ballots.

#### 4.2. Vote Counting Results:

No.	Content of collecting opinion	Total Number of Voting Ballots		
		Agree	Disagree	No opinion
1	Approval of the Regulation on Collecting Written Opinions of Shareholders in 2025 of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
2	Approval of the List of the Vote Counting Committee and the Vote Counting Supervisory Committee for the purpose of counting of the Written Opinion Form of Shareholders of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
3	Approval of the private placement plan for bonds of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
4	Approval of the plan to offer additional shares to existing shareholders to increase the charter capital of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
5	Approval of the policy for implementing the investment project of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
6	Approval of the the amendment to business lines and activities of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot
7	Approval of the amendment, supplementation of the Charter of Transimex Logistics Corporation.	8,172,208 Ballots	0 Ballot	0 Ballot



#### V. MATTERS APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS

No.	Matters Approved	Voting Results		
		Total number of agreed ballots	Percentage/Total number of common shares with voting rights (%)	Results
1	Approval of the Regulation on Collecting Written Opinions of Shareholders in 2025 of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved
2	Approval of the List of the Vote Counting Committee and the Vote Counting Supervisory Committee for the purpose of counting of the Written Opinion Form of Shareholders of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved



No.	Matters Approved	Voting Results		
		Total number of agreed ballots	Percentage/Total number of common shares with voting rights (%)	Results
3	Approval of the private placement plan for bonds of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved
4	Approval of the plan to offer additional shares to existing shareholders to increase the charter capital of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved
5	Approval of the policy for implementing the investment project of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved
6	Approval of the the amendment to business lines and activities of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved
7	Approval of the amendment, supplementation of the Charter of Transimex Logistics Corporation.	8,172,208 Ballots	88.75%	Approved

This Vote Counting Minutes shall serve as the legal basis for the issuance of the Resolution of the 2026 Extraordinary General Meeting of Shareholders of Transimex Logistics Corporation approving the matters specified in Section V.

The vote counting was concluded at 3:30 P.M on the same day under the supervision of the Vote Counting Supervisory Committee, with 100% unanimous agreement by all members of the Vote Counting Committee on the contents herein. All members jointly accept responsibility for the accuracy and truthfulness of this Vote Counting Minutes and agree to sign below.

**REPRESENTATIVE OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

  
**Bui Tuan Ngoc**

## VOTE COUNTING COMMITTEE



**Nguyen Bao Huy**  
Vote counter



**Huynh Van Toan**  
Vote counter



**Trinh Anh Tuan**  
Vote counter



**Bui Tuan Ngoc**  
Vote counter

## VOTE COUNTING SUPERVORY COMMITTEE



**Vo Thanh Dong**  
Vote Count Supervisor



**Nguyen Thi Thai Nhi**  
Vote Count Supervisor



**Pham Xuan Quang**  
Vote Count Supervisor





No: 01/2026/NQ.ĐHĐCĐ-TOT

Ho Chi Minh City, January 15<sup>th</sup>, 2026

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING YEAR 2026  
OF SHAREHOLDERS TRANSIMEX LOGISTICS CORPORATION**

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Based on the Charter of Transimex Logistics Joint Stock Company ("the Company") ;
- Based on the Minutes of the written shareholder vote No. 01/2026/BB.ĐHĐCĐ-TOT dated January 15<sup>th</sup>, 2026,

**RESOLUTION:**

**Article 1. Approval of of the Regulations on collecting written opinions of shareholders in 2025 of Transimex Logistics Corporation.**

*Details are provided in the attached regulations.*

**Article 2. Approval of the list of the Vote Counting Committee and the Vote Counting Supervisory Committee to conduct the vote counting to collect written opinions of shareholders in the form of collecting written opinions of shareholders.**

1. The members of the Vote Counting Committee include:
  - 1.1 Mr. Bui Tuan Ngoc - Chairman of the Board of Directors - The Head;
  - 1.2 Mr. Trinh Anh Tuan - Company Director - Member;
  - 1.3 Mr. Huynh Van Toan - Secretary of the Board of Directors - Member;
  - 1.4 Mr. Nguyen Bao Huy - Chief Accountant - Member.
2. The members of the Vote Counting Supervisory Committee include:
  - 2.1 Mr. Pham Xuan Quang - Head of the Supervisory Board - The Head;
  - 2.2 Ms. Nguyen Thi Thai Nhi - Member of the Supervisory Board - Member;
  - 2.3 Mr. Vo Thanh Dong - Member of the Supervisory Board - Member

**Article 3. Approval of the private placement bond offering plan of Transimex Logistics Corporation.**

1. Unanimously approve the plan for the private placement of bonds by Transimex Logistics Corporation in 2026 with a maximum issuance value at par of VND 100,000,000,000 (One hundred billion Vietnamese Dong) and approves the full text of the bond issuance plan attached to Appendix 01 of this Resolution ("**Issuance Plan**").
2. Delegate and authorize the Board of Directors to decide, approve, adopt, and implement all matters related to the issuance of bonds, including but not limited to the following specific matters:
  - 2.1 Decide on matters related to the issuance of Bonds are in accordance with the Plan for the private placement, including but not limited to:
    - a) Decide all specific terms and conditions of the issued Bonds, including but not limited to the Bond sale price, offering time, issuance purpose, its par value, interest rate, and method of principal and interest payment;
    - b) Decide matters relating to the creation of security for the Bonds, including but not limited to:



the form of security (pledge, mortgage, third-party payment guarantee and/or any other legal security); the type, quantity, and value of the security; changes to the security and/or changes and/or additions, withdrawals of security at any given time; documents relating to the legal status of the collateral, valuation and/or revaluation of the collateral, registration of the security interest, the order of payment by the investor when disposing of the collateral, and related amendments, supplements, and adjustments; procedures to complete the creation of the security interest for the Bonds and other matters related to the security interest for the Bonds.

- c) Decide the selection criteria, the list of issuers, the specific investors participating in the purchase of bonds, and the entities involved in the buying and selling of bonds;
- d) Decide to amend or supplement the Issuance Plan and related documents concerning the issuance of bonds (if any arise).
- 2.2 Decide matters relevant to the use and repayment of funds raised from the issuance of bonds shall be made in accordance with legal regulations and the Company's internal regulations.
- 2.3 Decide on the entire matters, sign, and organize the implementation of contracts, agreements, and related documents and records concerning the issuance of Bonds.
- 2.4 Have full authority to negotiate, select, and decide on contracts and cost agreements with firms performing tasks related to the Bond issuance: Bond Offering Advisory Organization, Bond Issuance Agent, Collateral Management Agent, Bondholder Representative, Authorized Valuation Company, Auditing/Reviewing Firm, Credit Rating Firm, and other entities related to the Bond issuance.
- 2.5 Decide matters related to the early redemption of Bonds after the Bonds have been issued in accordance with the law and the Bond offering documents, including but not limited to: deciding on the method of organizing the bond redemption, the volume of bonds proposed for early redemption, the early redemption price, and disclosing information about the bond redemption.
- 2.6 Decide and implement tasks related to the registration of Bonds issued at VSDC and registration for trading on the privately offered corporate Bond trading system at the relevant stock exchange in accordance with the law, including but not limited to the following tasks: (i) deciding on the documents to be submitted to VSDC, the relevant stock exchange, and competent State Authorities in accordance with the law; (ii) working with and explaining to relevant authorities and firms regarding the documents in section (i) and (iii); and performing other necessary tasks to successfully register the Bonds at VSDC and register for trading the Bonds at the relevant stock exchange.
- 2.7 Implement reporting and information disclosure procedures in accordance with current legal regulations.
- 2.8 Decide on all other matters relating to the issuance of the Bonds and matters related to the Bonds after the issuance date.
- 2.9 The Board of Directors is permitted to delegate/assign/authorize a part or all of the aforementioned work.
- 2.10 The Board of Directors shall report to the General Meeting of Shareholders on the issuance of Bonds at the next General Meeting of Shareholders following the issuance date.

**Article 4. Approval of the plan for offering additional shares to existing shareholders in order to increase the charter capital of Transimex Logistics Corporation.**

- 1. Approval of the plan to offer shares to existing shareholders of Transimex Logistics Joint Stock Company, specifically as follows:

- 1. Stock name : Shares of Transimex Logistics Corporation



2. Type of shares : Common stock
3. Price : 10,000 VND/share
4. Registered capital before the public offering : 92,078,420,000 VND
5. Number of shares before the offering : 9,207,842 shares
6. Number of shares expected to be offered : Maximum **9,207,842** shares  
The number of shares offered to existing shareholders is based on the offering ratio to the number of outstanding shares of the Company and is determined by rounding down.
7. Total offering value at par value : Maximum amount: 92,078,420,000 VND
8. Asking price : 11,000 VND/share
9. The number of shares expected after the offering. : 18,415,684 shares
10. Expected charter capital after the public offering : 184,156,840,000 VND
11. Exercise rate : 1:1 (On the record date for exercising the right, a shareholder owning 01 share is entitled to 01 right, and a shareholder owning 01 right is entitled to purchase 01 new share)
12. Sales method : Offering to existing shareholders through the exercise of pre-emptive rights.
13. The target of the sale : Existing shareholders, as listed on the record date, are eligible to exercise their right to purchase additional shares offered.
14. Transfer of purchase rights : Existing shareholders whose names are on the list as of the record date for exercising their right to purchase additional shares have the right to transfer their right to purchase shares to another party within the specified period, and may only transfer it once.
15. Rounding principles and methods for handling fractional shares and stocks. : The number of additional shares offered that shareholders are entitled to purchase will be rounded down to the nearest whole number.
16. Method for handling unsold shares : Any shares not fully distributed to existing shareholders (including shares arising from rounding, shares not purchased by shareholders exercising their rights, and shares not offered for sale due to other reasons (if any) will be offered by the Board of Directors to other investors (including other existing shareholders) at an offering price no lower than the offering price to existing shareholders, or the offering will be terminated at the discretion of the Board of Directors.  
The General Meeting of Shareholders authorize the Board of Directors to develop criteria and select investors to purchase the remaining unsold shares.

17. Transfer restrictions : Shares offered to existing shareholders are not subject to transfer restrictions.  
Any remaining shares not distributed to existing shareholders when offered to other investors will be subject to a one-year transfer restriction from the date the offering ends, as stipulated.
18. Minimum successful offering rate : Not applicable
19. Expected offering period : In 2026 or another timeframe as decided by the Board of Directors and after approval from the State Securities Commission.
20. Plan for using the capital raised from the offering. : The proceeds from the offering will be used for one or more of the following purposes:  
1. Investing in and implementing projects; and/or  
2. Investment in the Company's fixed assets; and/or  
3. To supplement capital for financial activities and to pay off liabilities and/or loans (including principal, interest, and other payable fees) in order to restructure the Company's capital.  
The plan to compensate for the capital shortfall expected to be raised from the offering in case it is used to implement projects: The company will implement individual or simultaneous solutions to arrange investment capital for the projects, specifically as follows:  
a. Increase the proportion of investment projects financed by loans.  
b. Raising additional capital through a clean bond offering.  
c. Call upon other sources of investment to participate in contributing capital to the project.  
d. Adjusting and extending the implementation schedule of projects.
21. Additional registration, deposit, and additional listing registration : The entire quantity of shares offered will be registered and deposited with the Vietnam Securities Depository and Clearing Corporation and additionally listed on the Hanoi Stock Exchange in accordance with the law.
- 2. Approval of the authorization granted by the General Meeting of Shareholders to the Board of Directors for the following matters:**
- 2.1 Conduct the share offering and make decisions, and carry out the procedures for distributing shares according to the offering plan;
- 2.2 Decide the details of the share offering plan and/or amend, supplement, or change the offering plan as necessary, based on the Company's actual situation or at the request of the competent authority, in order to ensure the success of the offering and that the Company's capital raising is carried out legally and in accordance with regulations, protecting the rights of shareholders and the Company;
- 2.3 Decide the number of shares to be offered will be determined based on the actual number of shares outstanding at the time the offering plan is implemented.
- 2.4 Decide an appropriate time to conduct the share offering after obtaining approval from the State Securities Commission;



- 2.5 Decide specific capital utilization plans and proactively adjust the use of acquired funds, the timing of fund disbursement, and the purpose of fund utilization when necessary and in accordance with the Company's actual situation;
- 2.6 Carry out the procedures for amending and supplementing the Company's Charter; implement the necessary legal work and procedures to change the charter capital in the Enterprise Registration Certificate after the completion of the public offering;
- 2.7 Complete the necessary procedures to register and deposit additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Hanoi Stock Exchange for the number of shares offered;
- 2.8 Decide all other matters related to the detailed implementation of the offering plan.
- 2.9 Within the scope of the above authorization, the Board of Directors is allow to delegate the Chairman of the Board or the Directors to perform the above-mentioned tasks in accordance with the provisions of the law.

**Article 5. Approval of the investment project implementation policy of Transimex Logistics Corporation.**

1. Approval of the investment project implementation policy of Transimex Logistics Corporation:
  - 1.1 Project 1: TRANSIMEX PHU HOI WAREHOUSE
    - a) Investor: Transimex Logistics Corporation.
    - b) Project location: Part of Lot BII-5-KCN and Lot BII-7-KCN in Phu Hoi Industrial Park, Duc Trong commune, Lam Dong province, Vietnam.
    - c) Project objectives:
      - Processing and preservation of fruits and vegetables (Industry code 1030).
      - Post-harvest service activities (Industry code 0163).
      - Warehousing and storage of goods (Industry code 5210).
    - d) Total projected investment capital: 98,658,000,000 (*Ninety-eight billion, six hundred and fifty-eight million*) VND.
  - 1.2 Project 2: TRANSIMEX LOC AN - BINH SON WAREHOUSE
    - a) Investor: Transimex Logistics Corporation.
    - b) Project location: Part of Lot R in Loc An Binh Son Industrial Park, Long Thanh Commune, Dong Nai Province, Vietnam.
    - c) Project objective: Warehousing and storage of goods (Industry code 5210).
    - d) Total projected investment capital: 179,314,000,000 (*One hundred seventy-nine billion, three hundred fourteen million*) VND .
2. The General Meeting of Shareholders authorize the Board of Directors to implement the details and to decide on all matters related to the implementation of the aforementioned investment project (s) in accordance with the content approved by the General Meeting of Shareholders. During the implementation of the Project, the Board of Directors has full authority to decide on adjustments to the approved contents mentioned above and to report periodically to the General Meeting of Shareholders at the nearest meetings.

**Article 6. Approval of the amendment to the business lines of Transimex Logistics Corporation.**

**1. Approval of the supplementation of new business lines and activities for Transimex Logistics Corporation.**

**1.1 List of additional business lines and activities:**

<b>No.</b>	<b>Name of industry/business</b>	<b>Industry code</b>
1 .	Processing and preserving fruits and vegetables	1030
2 .	Post-harvest service activities	0163
3 .	Other remaining business support service activities not classified elsewhere. Details: Irradiation and sterilization of agricultural, forestry, and aquatic products, as well as medical instruments. Irradiation and preservation of industrial products and other consumer goods.	8299

**1.2 Approval of the amendment of Clause 1, Article 4 regarding business lines and activities in the Company's Charter, corresponding to the addition of the aforementioned business lines and activities.**

**1.3 Approval of the authorization granted by the General Meeting of Shareholders to the Board of Directors, depending on the actual business situation and/or at the request of competent state authorities, the Board of Directors is entitled to:**

- (a) Register all and/or some of the business sectors as stated in this Resolution and/or have the right to add detailed business sectors below the four-sector level, but must ensure that the detailed business sectors are consistent with the four-sector level approved by the General Meeting of Shareholders, comply with legal regulations, and report to the General Meeting of Shareholders at the next meeting.
- (b) Implement detailed procedures, including but not limited to registering/notifying the competent state authorities of additional business lines and activities, in accordance with the content approved by the General Meeting of Shareholders and in compliance with legal regulations.
- (c) Organize the revision, adjustment, and issuance of the Company Charter corresponding to the changes in business lines and activities after the changes are implemented.

**2. Approval of updating several business lines and activities within the existing business line and activity catalog of Transimex Logistics Corporation.**

<b>Before the update</b>		<b>After the update</b>		<b>Reason</b>
<b>Industry code</b>	<b>Department Name</b>	<b>Industry code</b>	<b>Department Name</b>	
4520	Maintenance and repair of automobiles and other motor vehicles. (excluding mechanical processing, waste recycling, and electroplating at the headquarters).	9531	Repair and maintenance of automobiles and other motor vehicles. (excluding mechanical processing, waste recycling, and electroplating at the headquarters).	Updated according to Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister on promulgating
4663	Wholesale of other building materials and installation equipment .	4673	Wholesale of other building materials and installation equipment.	



Before the update		After the update		Reason
Industry code	Department Name	Industry code	Department Name	
	<i>(Except for exercising export, import, and distribution rights for goods on the List of Goods for Foreign Investors, economic organizations with foreign investment capital are not allowed to exercise export, import, or distribution rights as prescribed by law).</i>		<i>(Except for exercising export, import, and distribution rights for goods on the List of Goods for Foreign Investors, economic organizations with foreign investment capital are not allowed to exercise export, import, or distribution rights as prescribed by law).</i>	the Vietnamese economic sector classification system.
3311	Repairing prefabricated metal products	3311	Repair and maintenance of prefabricated metal products.	
3312	Repairing machinery and equipment. (excluding mechanical processing, waste recycling, and electroplating at the headquarters).	3312	Repair and maintenance of machinery and equipment. (excluding mechanical processing, waste recycling, and electroplating at the headquarters).	
6820	Consulting, brokerage , and auction services; land use rights auction services. Details: Real estate consulting and brokerage services. (Excluding legal consulting, real estate auctions, and land use rights auctions. Only permitted to operate when all business conditions are met).	682 9	Other real estate activities on a fee or contract basis Details: Real estate consulting and brokerage services. (Excluding legal consulting, real estate auctions, and land use rights auctions. Only permitted to operate when all business conditions are met).	
3511	Electricity production. (Excluding transmission, national power system dispatch and distribution grid management, multi-purpose hydropower, nuclear power; and goods and services on the list of goods and services subject to state monopoly in the commercial sector).	3512	Electricity production from renewable energy sources. (Excluding transmission, national power system dispatch and distribution grid management, multi-purpose hydropower, nuclear power; and goods and services on the list of goods and services subject to state monopoly in the commercial sector).	
3512	Electricity transmission and distribution. Details: Selling electricity to consumers. (Excluding transmission, national power system dispatch and distribution	3513	Electricity transmission and distribution. Details: Selling electricity to consumers. (Excluding transmission, national power system dispatch and distribution grid	

Before the update		After the update		Reason
Industry code	Department Name	Industry code	Department Name	
	<i>grid management, multi-purpose hydropower, nuclear power; and goods and services on the list of goods and services subject to state monopoly in the commercial sector).</i>		<i>management, multi-purpose hydropower, nuclear power; and goods and services on the list of goods and services subject to state monopoly in the commercial sector).</i>	
7820	Temporary labor supply Details: Provision of temporary labor (excluding the provision and management of labor for overseas employment). (CPC 872)	7821	Temporary labor supply Details: Provision of temporary labor (excluding the provision and management of labor for overseas employment). (CPC 872)	
7830	Labor supply and management Details: Supply and management of domestic labor resources. (CPC 872)	78 22	Other human resource supply Details: Supply and management of domestic labor resources. (CPC 872)	
4772	Retail sale of medicines, medical devices, cosmetics and hygiene products in specialized stores. <i>(Except for exercising export, import, and distribution rights for other goods on the List of Goods for Foreign Investors, economic organizations with foreign investment capital are not allowed to exercise export, import, or distribution rights as prescribed by law).</i>	4772	Retail sale of medicines, medical devices, cosmetics and hygiene products. <i>(Except for exercising export, import, and distribution rights for other goods on the List of Goods for Foreign Investors, economic organizations with foreign investment capital are not allowed to exercise export, import, or distribution rights as prescribed by law).</i>	

## Article 7. Approval of the amendment and supplementation of the Charter of Transimex Logistics Corporation.

### 1. Approval of amendments and additions to the Charter of Transimex Logistics Corporation:

Clause	Prior to amendments	After amendment	Reason
<b>Clause 3, Article 2</b>	<b>Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company.</b> 3. The registered office of the Company as stated in the current Enterprise Registration Certificate: - Head office address: 2nd Floor - Phu Nhuan Plaza Building, 82	<b>Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company.</b> 3. The registered office of the Company as stated in the current Enterprise Registration Certificate: - Head office address: 2nd Floor - Phu Nhuan Plaza Building , 82	Updated due to changes in administrative boundaries.



Clause	Prior to amendments	After amendment	Reason
	Tran Huy Lieu Street, Ward 15, Phu Nhuan District, Ho Chi Minh City, Vietnam. - Phone: (028) 3729 73 73 - Email: <a href="mailto:tmstrans.info@transimex.com.vn">tmstrans.info@transimex.com.vn</a> - Website: <a href="http://www.transimextrans.com.vn">www.transimextrans.com.vn</a>	Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam. - Phone: (028) 3729 73 73 - Email: <a href="mailto:tmstrans.info@transimex.com.vn">tmstrans.info@transimex.com.vn</a> - Website: <a href="http://www.transimextrans.com.vn">www.transimextrans.com.vn</a>	
<b>Clause 1, Article 4</b>	<b>Article 4. Objectives of the Company's Operations</b>  1. The company's main business activities are:  <i>Detailed information is provided in Appendix 02.</i>	<b>Article 4. Objectives of the Company's Operations</b>  1. The company's main business activities are:  <i>Detailed information is provided in Appendix 02.</i>	Amendments due to the addition of new business lines and changes in the law.

2. The General Meeting of Shareholders authorizes the Board of Directors and/or the Chairman of the Board of Directors to have full authority in organizing the amendment, adjustment, and promulgation of the Company's Charter to conform with the results of the approval of the business line change application by the competent government authority and to report to the General Meeting of Shareholders at the next meeting.

#### Article 8. Enforcement Clause

1. This resolution takes effect from the date of signing .
2. The Board of Directors, the Executive Board and all relevant departments, individuals are responsible for implementing this Resolution.

#### Recipient :

- As per Article 8 ;
- UBCKNN;
- Hanoi Stock Exchange;
- Archived: Shareholders's Meeting Records.

**ON BEHALF OF GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Bui Tuan Ngoc**



**APPENDIX 01**

**PRIVATE PLACEMENT BOND ISSUANCE PLAN FOR 2026  
OF TRANSIMEX LOGISTICS CORPORATION  
("ISSUANCE PLAN")**

*(Promulgated together with Resolution No. 01/2026/NQ.ĐHĐCĐ-TOT dated 15/01/2026 of the General Meeting of Shareholders of Transimex Logistics Corporation)*

This private placement bond issuance plan (hereinafter referred to as the '**Issuance Plan**') of Transimex Logistics Corporation (hereinafter referred to as '**TMS Logistics**' or the '**Issuer**' or the '**Company**') constitutes the overall issuance plan for the offering and issuance of privately placed bonds proposed to be issued in 2026 (hereinafter collectively referred to as the '**Bonds**') by the Issuer. For each specific bond issuance, the General Meeting of Shareholders ('**GMS**') authorizes the Board of Directors ('**BOD**') or a person authorized by the BOD to decide on the bond offering price, plan for use of proceeds, terms and conditions of the Bonds, redemption terms, transaction parties and other relevant matters (as authorized under this Resolution of the **GMS**) in the specific bond issuance resolution of the BOD (the '**Specific Issuance Plan**'), based on the matters approved under this Issuance Plan.

**I. LEGAL BASIS**

- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019, and Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations (the "**Law on Securities**");
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, and Law on Enterprises No. 76/2025/QH15 dated June 17<sup>th</sup>, 2025 amending and supplementing a number of articles of the Law on Enterprises (the "**Law on Enterprises**");
- Pursuant to the Government's decrees guiding the private placement, trading and issuance of corporate bonds in the domestic market and the offering of corporate bonds to the international market;
- Pursuant to Circular No. 76/2024/TT-BTC dated November 6<sup>th</sup>, 2024 of the Ministry of Finance providing guidance on information disclosure and reporting regimes in connection with the private placement and trading of corporate bonds in the domestic market and the offering of corporate bonds to the international market ("**Circular 76**");
- Pursuant to Circular No. 30/2023/TT-BTC dated May 17<sup>th</sup>, 2023 providing guidance on the registration, depository, exercise of rights, transfer of ownership, settlement of transactions and organization of the trading market for privately placed corporate bonds in the domestic market ("**Circular 30**");
- Pursuant to Decision No. 27/QĐ-HĐTV dated August 10<sup>th</sup>, 2023 of the Vietnam Securities Depository and Clearing Corporation on the promulgation of the Regulations on registration, depository and settlement of transactions of privately placed corporate bonds ("**Decision 27**");
- Pursuant to Decision No. 56/QĐ-SGDVN dated July 10<sup>th</sup>, 2023 of the Vietnam Stock Exchange on the promulgation of the Regulations on trading of privately placed corporate bonds at the Hanoi Stock Exchange ("**Decision 56**");
- Pursuant to the current Charter of the Company;
- And other relevant legal documents and regulations.

**II. INFORMATION ON THE ISSUER**

**1. General Information on the Issuer**

❖ **Trading Name**

- Issuer's Name: TRANSIMEX LOGISTICS CORPORATION
- Abbreviated Name: TMS LOGISTICS



- Stock code: TOT
- ❖ **Type of enterprise:** Public company
- ❖ **Head office, telephone number and website**
- Head office: 2nd Floor – Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.
- Telephone: (028) 3729 73 73
- Website: [www.transimextrans.com.vn](http://www.transimextrans.com.vn)
- ❖ **Enterprise Registration Certificate:**
- The Issuer was established and operates under Enterprise Registration Certificate No. 0307821849 issued by the Ho Chi Minh City Department of Finance, with the initial registration dated March 18<sup>th</sup>, 2009, and the 22nd amendment registered on December 4<sup>th</sup>, 2025.
- Charter capital as at December 31<sup>st</sup>, 2024: VND 92,078,420,000 (in words: Ninety-two billion seventy-eight million four hundred and twenty thousand Vietnamese dong).
- ❖ **Information on the bank account for receipt of bond subscription proceeds for the bond issuance:**  
The Board of Directors shall decide on the bank account for receipt of bond subscription proceeds for the issuance in compliance with applicable laws and regulations at the time of issuance, and shall ensure full information disclosure in accordance with relevant applicable laws and regulations.

## 2. Business Lines

Warehousing and storage of goods (**Principal business line**)

(Details: Warehousing business, loading and unloading, and storage of transshipment export and import goods.)

(Excluding services provided at airports falling under supporting services for all modes of transport; excluding maritime pilotage services; excluding public utility services ensuring maritime safety (operation of lighthouse systems and public maritime channel systems); excluding aviation operation assurance services (air traffic services, aeronautical information services, and search and rescue services).

## III. PURPOSE OF THE BOND ISSUANCE

The Board of Directors shall determine the specific programs and investment projects to serve as the purposes of the bond issuance, ensuring compliance with relevant applicable laws and regulations and the internal regulations of the Issuer.

## IV. EXPLANATION OF COMPLIANCE WITH CONDITIONS FOR BOND OFFERING IN ACCORDANCE WITH APPLICABLE LAWS

The Issuer has fully satisfied the conditions for the private placement offering of corporate bonds in the domestic market in accordance with current applicable laws, specifically as follows:

1. The issuing enterprise is a joint stock company established and operating in accordance with Vietnamese law and is eligible to issue bonds.

*Pursuant to Enterprise Registration Certificate No. 0307821849 issued by the Ho Chi Minh City Department of Finance, with the initial registration dated March 18, 2009, and the 22nd amendment registered on December 4<sup>th</sup>, 2025.*

2. The Issuer has fully paid all principal and interest of previously issued bonds, or has fully paid all due debts, for three (03) consecutive years preceding the bond issuance.

*Prior to the issuance of this Resolution, the Issuer had no outstanding bond liabilities for three (03) consecutive years. Accordingly, no obligation to pay principal and interest on issued bonds arose during such period.*

*Pursuant to the Issuer's audited financial statements for fiscal year 2024 (audited by Ernst & Young Viet Nam Limited), the Issuer has fully settled all due debts for three (03) consecutive years preceding the bond issuance. In addition, through the approval of this Issuance Plan, the Issuer commits that it has fully paid all principal and interest of due debts for three (03) consecutive years prior to the bond issuance.*



3. Compliance with financial safety ratios and operational safety assurance ratios as required by specialized laws.  
*Under this Issuance Plan, the Issuer commits that it shall fully comply with all financial safety ratios and operational safety assurance ratios as required by specialized laws applicable to all of the Issuer's business lines (if any) at the time of the bond offering.*
4. An approved bond issuance plan by the competent authority.  
*This Issuance Plan has been approved pursuant to Resolution No. 01/2026/NQ.ĐHĐCĐ-TOT of the GMS of the Issuer dated 15/01/2026. At the time of the bond issuance, the BOD of the Issuer shall adopt a resolution approving the contents of the Specific Issuance Plan.*
5. Availability of audited financial statements for the fiscal year immediately preceding the year of issuance, audited by a qualified audit firm in accordance with applicable laws.  
*As at the date of issuance of this Issuance Plan, the Issuer has financial statements for fiscal year 2024 audited by Ernst & Young Viet Nam Limited, an audit firm included in the list of entities approved to conduct audits for public interest entities, satisfying the conditions prescribed by applicable laws and not being a related party of the Issuer in accordance with the Law on Securities and its implementing regulations.*  
*At the time of the bond issuance, the Issuer shall additionally provide the audited financial statements for the fiscal year immediately preceding the year of issuance (if applicable).*
6. Investors participating in the offering are professional securities investors in accordance with the Law on Securities and relevant legal documents.  
The BOD shall determine the specific investors participating in the purchase of the Bonds in the Specific Issuance Plan.  
*\*The BOD shall be responsible for updating in detail the conditions set out in this Section in accordance with applicable laws at the time of issuance in the Specific Issuance Plan.*

## V. PROPOSED TERMS AND CONDITIONS OF THE BOND OFFERING

The Issuer intends to offer the Bonds on the basis of the following proposed terms and conditions:

No.	Terms and Conditions of the bond	Matters
1	Issuer	Transimex Logistics Corporation (“TMS Logistics”)
2	Type of Bonds	Non-convertible bonds, without warrants, secured by assets, issued in the domestic market.
3	Currency of issuance and payment	VND (Vietnamese Dong).
4	Form of the Bonds	The Bonds shall be issued in book-entry form.
5	Par value of the Bonds	Subject to the Specific Issuance Plan and in accordance with applicable laws, the par value of each Bond shall be VND 100,000,000 (in words: One hundred million Vietnamese Dong) or another amount being a multiple of VND 100,000,000 (One hundred million Vietnamese Dong).
6	Issue price of the Bonds	The amount payable to purchase one (01) Bond as agreed between the Issuer and the investor. The BOD shall determine the specific bond issue price in the Specific Issuance Plan.
7	Total par value of the Bonds to be issued	Up to VND 100,000,000,000 (in words: <i>One hundred billion Vietnamese Dong</i> ).
8	Number of offering tranches	One (01) tranche.



No.	Terms and Conditions of the bond	Matters
9	Tenor of the Bonds	03 (three) years.
10	Nominal interest rate	The BOD shall determine the specific interest rate and/or the principles and method for determining the interest rate applicable to the issued Bonds.
11	Bond distribution period	Up to thirty (30) days from the date of information disclosure prior to the offering.
12	Expected issuance date	In 2026 The BOD shall determine the specific timing of the bond issuance in compliance with applicable laws and regulations.
13	Interest period	Interest shall be calculated every 03 months or every 06 months. HĐQT quyết định cụ thể kỳ tính lãi của Trái Phiếu được phát hành phù hợp với nhu cầu vốn và tình hình tài chính của TMS Logistics tại thời điểm phát hành The BOD shall determine the interest calculation period of the issued Bonds in accordance with the capital needs and financial condition of TMS Logistics at the time of issuance.
14	Method of payment of principal and interest of the Bonds	- Interest shall be paid in arrears and settled periodically in accordance with the interest period of the Bonds. - Principal shall be repaid at maturity, unless the Bonds are redeemed prior to maturity in accordance with Section VI of this Issuance Plan.
15	Security assets and other security measures for the Bonds	The BOD shall decide on the selection of security assets owned by TMS Logistics and/or third parties and/or other security measures permitted by law to secure the payment obligations relating to the Bonds.
16	Other terms and conditions	As provided in the information disclosure document prior to the bond offering.

The BOD or a person authorized by the BOD shall decide on the specific terms and conditions of the Bonds within the scope of authority delegated under this Resolution.

## **VI. CONDITIONS, TERMS FOR BONDS REDEMPTION AND EXCHANGE**

### **1. Terms and conditions for bond redemption:**

#### **1.1 Early redemption by agreement:**

The BOD or a person authorized by the BOD shall decide on the specific terms and conditions for the early redemption of the Bonds prior to maturity based on negotiations with investors (including but not limited to the redemption volume, redemption timing and redemption price.)

The early redemption of the Bonds shall be carried out in accordance with applicable laws and regulations and the specific terms and conditions of the Bonds

#### **1.2 Mandatory redemption: The Issuer shall be obligated to redeem the Bonds prior to maturity at the request of the Bondholders in the following circumstances:**

- The Issuer violates laws and regulations on the offering and trading of corporate bonds as determined by a competent authority, and such violation cannot be remedied, or the remedial measures are not approved by Bondholders representing at least sixty-five percent (65%) of the total outstanding Bonds, or otherwise as agreed with investors in compliance with applicable laws.
- The Issuer violates the Issuance Plan and such violation cannot be remedied, or the remedial measures are not approved by Bondholders representing at least sixty-five percent (65%) of the total outstanding



Bonds, or otherwise as agreed with investors in compliance with applicable laws.

- Redemption upon the occurrence of an event of default as provided in the information disclosure document at the time of the issuance.
- 2. Method of early redemption of the Bonds: Early redemption of the Bonds shall be carried out in a manner consistent with applicable laws and regulations, the terms and conditions of the Bonds as set out in the issuance dossier, and the regulations of the Vietnam Securities Depository and Clearing Corporation (VSDC) and the relevant Stock Exchange in effect at the time of such redemption.
- 3. Bond exchange: Bond exchange shall be implemented subject to agreement between the Issuer and/or the investors, in accordance with the provisions set out in the bond offering dossier

## VII. INFORMATION ON THE FINANCIAL CONDITION OF THE ISSUER

1. Certain financial indicators for the three (03) consecutive years preceding the year of issuance (from 2022 to 2024) and any changes after the issuance (if any).
- (a) Financial indicators based on the Issuer's financial statements:

*Unit: Thousand VND*

Target	2022	2023	2024
<b>Owners equity</b>	<b>70,748,207</b>	<b>90,458,308</b>	<b>135,294,134</b>
<i>Contributed capital of owners</i>	54,950,000	60,444,860	92,078,420
<i>Share premium</i>	0	0	6,818,927
<i>Other owners' equity</i>	0	0	0
<i>Asset revaluation surplus</i>	0	0	0
<i>Development investment fund</i>	0	0	0
<i>Undistributed profit after tax (retained earnings)</i>	15,798,207	30,013,448	36,396,787
<i>Non-controlling interests</i>	0	0	0
<b>Liabilities</b>	<b>81,941,529</b>	<b>93,052,239</b>	<b>90,786,217</b>
<i>Bank borrowings</i>	2,625,000	12,660,061	38,183,208
<i>Total outstanding bond debt</i>	0	0	0
<i>Short-term trade payables</i>	45,245,391	72,305,659	40,230,599
<i>Short-term advances from customers</i>	0	86,686	82,320
<i>Short-term accrued expenses</i>	1,885,335	921,559	6,311,546
<i>Other payables</i>	32,185,803	7,082,640	5,974,178
<b>Capital structure indicators</b>			
<i>Liabilities / Total assets</i>	0.54	0.51	0.40
<i>Liabilities / Owner equity</i>	1.16	1.03	0.67
<b>Liquidity indicators</b>			
<i>Current ratio (current assets / current liabilities)</i>	1.08	0.95	1.63
<i>Quick ratio ((current assets – inventories) / current liabilities)</i>	1.07	0.94	1.62
<b>Total outstanding bond debt / Owner equity</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Profitability indicators</b>			



Target	2022	2023	2024
<i>Profit before tax</i>	16,290,939	27,774,209	29,113,758
<i>Profit after tax</i>	13,025,501	22,146,181	23,124,604
<b>Return indicators</b>			
<i>Profit after tax / Total assets (ROA)</i>	8.53%	12.07%	10.23%
<i>Profit after tax / Equity (ROE)</i>	18.41%	24.48%	17.09%
<b>Financial safety indicators and operational safety ratios in accordance with applicable laws</b>	Not applicable		

*(Source: The Issuer's audited consolidated financial statements for fiscal years 2022, 2023 and 2024.)*

At the time of the bond issuance, the financial indicators for the 03 consecutive years preceding the year of issuance shall be updated (if applicable) and presented in the Specific Issuance Plan.

(b) Changes after the bond issuance:

Following the bond issuance, the total liabilities, outstanding bond debt, and the ratio of total outstanding bond borrowings (including all forms of bond borrowings) to equity as reflected in the audited financial statements may change depending on the successful bond offering results and the financial data at the time of issuance. The Issuer undertakes to recognize and record these indicators in compliance with applicable laws and regulations on operational safety of the Issuer.

**VIII. STATUS OF PAYMENT OF PRINCIPAL AND INTEREST ON PREVIOUSLY ISSUED BONDS AND DUE DEBTS DURING THE 03 CONSECUTIVE YEARS PRECEDING THE OFFERING**

The Issuer did not conduct any bond issuance during the 03 consecutive years preceding the offering. Accordingly, the Issuer did not incur any obligations for payment of principal and interest on bonds during such period.

The Issuer undertakes that it has fully settled all principal and interest of due debts (excluding bond debts). As of the date hereof, the Issuer has no overdue payables.

**IX. REPORT ON THE ISSUANCE STATUS AND USE OF PROCEEDS IN RESPECT OF OUTSTANDING BONDS**

- Prior to the issuance of this Resolution, the Issuer had no outstanding bond debt. Accordingly, the Issuer is not required to prepare or perform this report.
- **Violations of laws on corporate bond issuance as determined by competent authorities during the 03 consecutive years preceding the bond offering:** None.

**X. ASSESSMENT OF THE FINANCIAL CONDITION AND DEBT SERVICING CAPACITY OF THE ENTERPRISE, AND THE ABILITY TO REPAY THE ISSUED BONDS**

The Issuer maintains a sound financial condition and has sufficient capacity to meet its due debt obligations as well as to service the Bonds proposed to be issued. With an average gross profit from business operations of approximately more than VND 45 billion over the most recent three (03) years, the Company has adequate capacity to pay interest obligations when due on all outstanding bonds, including the Bonds proposed to be issued under this Issuance Plan. The Company is currently carrying out procedures to seek shareholders' approval for an offering of additional shares to existing shareholders in order to increase its charter capital from VND 92,078,420,000 to VND 184,156,840,000, thereby strengthening the Company's financial capacity.

**XI. AUDITOR'S OPINION ON THE COMPANY'S FINANCIAL STATEMENTS**

According to the audited financial statements of the Company audited by Ernst & Young Viet Nam Limited, the auditor issued the following opinion on the Issuer's financial statements for fiscal year 2024:

*"In our opinion, the financial statements present fairly, in all material respects, the financial position*



*of the Company as at December 31<sup>st</sup>, 2024, as well as its business results and cash flows for the fiscal year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime and relevant legal regulations on the preparation and presentation of financial statements.”.*

At the time of the bond issuance, the auditor's opinion on the audited financial statements for the fiscal year immediately preceding the year of issuance shall be presented in the Specific Issuance Plan.

## **XII. METHOD OF ISSUANCE**

The Bonds shall be privately placed through an issuance agency method in accordance with applicable laws and regulations.

## **XIII. BOND OFFERING TARGET**

Professional securities investors in accordance with the Law on Securities and relevant legal documents.

The BOD shall determine the specific investors participating in the purchase of the Bonds in the Specific Issuance Plan.

## **XIV. PLAN FOR USE OF PROCEEDS FROM THE BOND ISSUANCE**

- The Issuer intends to use the proceeds from the bond issuance tranches to implement investment programs and projects. The Issuer shall flexibly allocate the proceeds from the offering/issuance of the Bonds for the purposes as presented in Section III of this Issuance Plan, in accordance with the Company's capital utilization needs at the time of issuance.

The BOD or a person authorized by the BOD is authorized to decide in detail on the plan for use of proceeds from the offering/issuance of the Bonds under the Specific Issuance Plan, in compliance with applicable laws and regulations at the time of issuance, and to fully disclose such information to investors in the bond offering disclosure documents of the relevant issuance.

- In the event that the Issuer has not yet used or does not need to fully use the proceeds from the bond issuance, the Issuer shall have the right to: (i) use the temporarily idle funds for fixed-term deposits with the account-managing institution/bank where the bond subscription proceeds account is opened, and such funds shall be blocked (restricted) throughout the deposit term; and/or (ii) use such funds to redeem the Bonds prior to maturity, subject to obtaining the consent of Bondholders holding at least 65% of the total outstanding Bonds. The Issuer shall be entitled to withdraw and freely use the interest income arising from such fixed-term deposits.

## **XV. PLAN FOR ARRANGEMENT OF FUNDS AND METHOD OF PAYMENT OF INTEREST AND PRINCIPAL OF THE BONDS**

1. The Issuer intends to use the following cash flows to pay the principal and interest of the Bonds.
  - Other revenues generated from the Issuer's business operations; and
  - Other lawful sources of income of the Issuer.
2. Method of payment of interest and principal of the Bonds:  
As provided in Section V of this Issuance Plan.

## **XVI. INFORMATION DISCLOSURE UNDERTAKINGS OF THE ISSUER**

- The Issuer undertakes to carry out information disclosure prior to the bond offering, disclosure of issuance results, periodic information disclosure, extraordinary information disclosure, and other information disclosure obligations in accordance with applicable laws and regulations.
- The Issuer undertakes that all disclosed information shall be complete, accurate and timely in accordance with applicable laws, and shall bear legal responsibility for the contents and accuracy of the disclosed information.
- The Issuer undertakes to comply with the principles of information disclosure as prescribed by applicable laws and regulations.
- The Issuer undertakes to perform other information disclosure obligations in accordance with applicable legal documents.

## **XVII. OTHER UNDERTAKINGS TO INVESTORS**

- The Issuer shall duly implement and comply with this Issuance Plan and the applicable laws and regulations relating to the Bonds.



- The Issuer shall use the proceeds from the bond issuance strictly for the purposes of issuance and in compliance with applicable laws and regulations.
- The Issuer shall use cash flows generated from business operations and other lawful sources of income to fully pay the interest and principal of the Bonds and to fulfill other obligations of the Issuer relating to the Bonds.
- The Issuer shall perform other undertakings as stipulated in the terms and conditions of the Bonds and other relevant offering documents.

#### **XVIII. PROVISIONS ON REGISTRATION AND DEPOSITORY OF THE BONDS**

- The Issuer shall register the Bonds with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the regulations of the VSDC and applicable laws and regulations.
- The Bonds shall be centrally deposited with the VSDC through a depository member prior to trading or transfer of ownership, except as otherwise provided by applicable laws and regulations.

#### **XIX. PROVISIONS ON BOND TRADING**

- The Issuer shall register the Bonds for trading in accordance with applicable laws and regulations and the bond offering dossiers.
- The Bonds may only be traded among professional securities investors that are organizations (in both the primary and secondary markets) in compliance with applicable laws and regulations, except for cases carried out pursuant to a legally effective court judgment or decision, an arbitral award, or inheritance in accordance with applicable laws.

#### **XX. RIGHTS AND OBLIGATIONS OF BOND INVESTORS**

##### **1. Rights of Bond Investors:**

- To receive full information disclosure from the Issuer in accordance with applicable laws and regulations, and to have the right to access the bond offering dossier upon request.
- To receive full and timely payment of interest and principal of the Bonds upon maturity, and to exercise any attached rights (if any) in accordance with the terms and conditions of the Bonds and agreements with the Issuer.
- To request the Issuer to redeem the Bonds prior to maturity in accordance with applicable laws and the bond offering dossier.
- To vote on matters required to be approved by Bondholders in accordance with the voting thresholds specified in the bond offering dossier, whereby matters requiring approval by Bondholders holding at least sixty-five percent (65%) of the total outstanding Bonds of the same class include:
  - + Amendments to the terms and conditions of the Bonds as required by applicable laws;
  - + Reduction, suspension or modification of matters relating to the payment of principal and interest or changes to the interest rate of the Bonds;
  - + Other matters as provided in the bond offering dossier and agreements with investors.
- Other rights as provided by applicable laws and regulations.

##### **2. Obligations of Bond Investors:**

- To fully access and review the Issuer's disclosed information; to clearly understand the terms and conditions of the Bonds and other undertakings of the Issuer before deciding to purchase and trade the Bonds.
- To fully understand the risks arising from the investment and trading of the Bonds; to clearly understand and ensure compliance with regulations on eligible investors and trading of privately placed corporate bonds in accordance with applicable laws.
- To independently assess and take full responsibility for their investment decisions and to bear all risks arising from the investment and trading of the Bonds.
- Prior to purchasing the Bonds, investors must sign a written confirmation acknowledging compliance with applicable laws and assuming full responsibility for their bond purchase decisions after signing such confirmation.



- To conduct bond transactions in accordance with applicable laws and regulations; not to sell or jointly invest in the Bonds with investors who are not professional securities investors in any form.
- Other obligations as provided by applicable laws and regulations.

## **XXI. RIGHTS AND OBLIGATIONS OF THE ISSUER**

### **1. Rights of the Issuer**

The Issuer shall have the right to use the entire proceeds from the bond offering tranches for the purposes of the bond issuance as disclosed, and to enjoy other rights of the Issuer in accordance with applicable laws and regulations, the terms and conditions of the Bonds, as well as other offering documents relating to the Bonds.

### **2. Obligations of the Issuer**

- To comply with applicable laws and regulations relating to the issuance of the Bonds.
- To pay the principal and interest of the Bonds in full and on time to the bond purchasers.
- To manage and use the proceeds from the bond issuance strictly in accordance with this Bond Issuance Plan, the Specific Issuance Plan and applicable laws and regulations.
- To fully perform information disclosure obligations and to be responsible for the accuracy and truthfulness of the disclosed information.
- To bear legal responsibility for the accuracy, truthfulness and completeness of the bond offering dossier.
- To redeem the Bonds prior to maturity in accordance with this Issuance Plan, the Specific Issuance Plan, the offering documents and applicable laws and regulations.

## **XXII. RESPONSIBILITIES AND OBLIGATIONS OF SERVICE PROVIDERS INVOLVED IN THE BOND ISSUANCE**

Depending on the needs of the bond issuance and applicable laws and regulations, service providers for the bond issuance may include the following entities:

### **1. Organization providing advisory services for bond offering documents**

- To perform responsibilities and obligations in accordance with the bond offering documentation consulting agreement and relevant documents entered into with the Issuer.
- Other responsibilities and obligations as prescribed by applicable laws and regulations.

### **2. Bond Issuance Agent**

- To perform responsibilities and obligations in accordance with the issuance agency agreement and relevant documents entered into with the Issuer.
- Other responsibilities as prescribed by applicable laws and regulations.

### **3. Secured Asset Management Agent**

- To perform responsibilities and obligations in accordance with the secured asset management agency agreement/mortgage agreement and relevant documents entered into with the Issuer.
- Other responsibilities as prescribed by applicable laws and regulations.

### **4. Bondholders' Representative (if any)**

- To perform rights and obligations in accordance with the bondholders' representation agreement entered into with the Issuer and applicable laws and regulations.
- Other responsibilities as prescribed by applicable laws and regulations.





**APPENDIX 02**

**LIST OF AMENDED BUSINESS LINES**

*(Promulgated together with Resolution No. 01/2026/NQ.ĐHĐCĐ-TOT dated 15/01/2026 of the General Meeting of Shareholders of Transimex Logistics Corporation)*

No.	Prior to Amendment		After amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
1.	4520	Maintenance and Repair of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	9531	Repair, Maintenance of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
2.	4663	Wholesale of construction materials and other installation supplies <i>(Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from exercising export, import, and distribution rights under applicable laws).</i>	4673	Wholesale of construction materials and other installation supplies <i>(Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from exercising export, import, and distribution rights under applicable laws).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
3.	3311	Repair of Fabricated Metal Products	3311	Repair, maintenance of Fabricated Metal Products	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System



No.	Prior to Amendment		After amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
4.	3312	Repair of Machinery and Equipment. (Excluding mechanical processing, waste recycling, and electroplating at the company's premises).	3312	Repair, maintenance of machinery and equipment. (Excluding mechanical processing, waste recycling, and electroplating at the company's premises).	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
5.	6820	Real estate consultancy and brokerage and auctioning, land use right auctioning. Details: Real estate consultancy and brokerage. (Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).	6829	Other real estate activities on a fee or contract basis Details: Real estate consultancy and brokerage. (Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
6.	3511	Electricity generation. (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	3512	Electricity generation from renewable energy sources. (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
7.	3512	Transmission and Distribution of Electricity. Details: Sale of electricity to end users (Excluding transmission, national power	3513	Transmission and Distribution of Electricity. Details: Sale of electricity to end users (Excluding transmission, national power	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification



No.	Prior to Amendment		After amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
		<i>system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>		<i>system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>	System
8.	4772	Retail Sale of Pharmaceuticals, Medical Instruments, Cosmetics, and Sanitary Articles in Specialized Stores <i>(Excluding the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under applicable laws).</i>	4772	Retail Sale of Pharmaceuticals, Medical Instruments, Cosmetics, and Sanitary Articles in Specialized Stores <i>(Excluding the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under applicable laws).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
9.	7820	Temporary labor supply Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)	7821	Temporary labor supply Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
10.	7830	Labor supply and workforce management Details: Provision and management of domestic labor resources. (CPC 872)	7730	Other human resource supply services Details: Provision and management of domestic labor resources. (CPC 872)	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
11.	-	-	1030	Processing and preservation of fruits,	Supplementation of business lines.

No.	Prior to Amendment		After amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
				vegetables	
12.	-	-	0163	Post-harvest service activities	Supplementation of business lines
13.	-	-	8299	Other remaining business support service activities not elsewhere classified Details: Irradiation, fumigation of agricultural, forestry, aquatic products, medical devices. Irradiation, preservation of industrial products and other consumer products.	Supplementation of business lines





*Ho Chi Minh City, December 25<sup>th</sup>, 2025*

**WRITTEN OPINION FORM OF SHAREHOLDERS**

**To:** Esteemed shareholders :  
Address :  
Shareholder code :  
Legal Identification Number :  
Number of shares owned :  
Number of voting shares :

**I. COMPANY INFORMATION:**

Company Name: TRANSIMEX LOGISTICS CORPORATION

Head office: 2<sup>nd</sup> Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Cau Kieu Ward, Ho Chi Minh City, Vietnam.

Enterprise registration certificate number: 0307821849.

Stock code: TOT

Type of Shares: Ordinary shares

Par value: 10,000 VND/share

Last registration date to close the shareholder list: December 17<sup>th</sup>, 2025.

**II. PURPOSE OF COLLECTING OPINIONS:**

Transimex Logistics Corporation (“**Company**”) organizes the collecting written opinions of shareholders to approve matters under the authority of the Company’s General Meeting of Shareholders as stated in Section III.

**III. ISSUES REQUIRING OPINIONS TO ADOPT RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS:**

1. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the draft Regulations on collecting written opinions of shareholders in 2025 of Transimex Logistics Corporation. (Details in the attached Proposal).**

**Vote:** ☐ Approve ☐ Disapprove ☐ No opinion

2. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the list of the Vote Counting Committee and the Vote Counting Supervisory Committee to conduct the vote counting to collect shareholders’ written opinions. (Details in the attached Proposal).**

**Vote:** ☐ Approve ☐ Disapprove ☐ No opinion

3. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the private placement issuance plan for bonds of Transimex Logistics Corporation (Details in the attached Proposal).**

**Vote:** ☐ Approve ☐ Disapprove ☐ No opinion

4. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the plan for offering additional shares to existing shareholders for the purpose of increasing the charter capital of Transimex Logistics Corporation (as detailed in the attached Proposal).**

**Vote:** ☐ Approve ☐ Disapprove ☐ No opinion

5. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the investment project implementation policy of Transimex Logistics Corporation (as detailed in the attached Proposal).**



Vote: ☐ Approve ☐ Disapprove ☐ No opinion

6. **Approval of the Proposal to the General Meeting of Shareholders on the approval of the amendment to the business lines of Transimex Logistics Corporation (as detailed in the attached Proposal).**

Vote: ☐ Approve ☐ Disapprove ☐ No opinion

7. **Approval of the Proposal to the General Meeting of Shareholders on the approval of amendments to the Charter of Transimex Logistics Corporation (as detailed in the attached Proposal).**

Vote: ☐ Approve ☐ Disapprove ☐ No opinion

**Note on voting method:**

- Mark (x) or (✓) in one (01) in three (03) boxes: Agree, or Disagree or No opinion on the matter to be consulted.
- When all three (03 ) boxes (Agree, Disagree, No opinion) on one (01) matter requiring a vote are not marked but the Shareholder still signs and stamps (if the Shareholder is an organization) on the Written Opinion Form, the Form is still valid and is considered as the Shareholder voting No opinion on that issue.
- In case a shareholder authorizes another person to exercise voting rights, the authorized person must send the completed the Written Opinion Form along with the authorization document according to the attached form.

**IV. DEADLINE FOR SENDING OPINION FORM:**

The opinion form (with a copy of power of attorney, if any) must be sent to Transimex Logistics Corporation **before 10:00 on January 15<sup>th</sup>, 2026** in the following means:

1. **Directly sent or sent by post:** Valid opinion forms (with power of attorney, if any) must be placed in a sealed envelope and sent to the Company's address according to the information below:

Office address: 2<sup>nd</sup> Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Cau Kieu Ward, Ho Chi Minh City, Vietnam.

Recipient: Mr. Huynh Van Toan - Secretary of the Board of Directors.

Phone: (028) 2220 2888 (Ext: 00949)

2. **Sent email:** Opinion form (with power of attorney, if any) must be sent to the Company via email with the information below:

Recipient: Mr. Huynh Van Toan - Secretary of the Board of Directors

Email: [toan.hv@transimex.com.vn](mailto:toan.hv@transimex.com.vn)

Phone number: (028) 2220 2888 (Ext: 00949).

Esteemed Shareholders is required to send your Opinion form (with power of attorney, if any) in accordance with regulations.

If the Opinion form (with power of attorney, if any) is not sent to the Company in accordance with regulations, it will be considered that the Shareholder did not participate in voting. The Company will conduct the counting of validly submitted Opinion form and issue the Resolution of the Shareholders' Meeting in accordance with the provisions of law.

Sincerely yours,

**Shareholder Confirmation**

*(Sign and write full name in case of individual shareholder; sign and write full name of legal representative if shareholder is organization)*

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





## POWER OF ATTORNEY

*Regarding the voting on matters under the authority of shareholders in the form of collecting written opinion of shareholders)*

**To: Transimex Logistics Corporation**

### I. AUTHORIZING PARTY:

Full name of shareholder: .....  
Identify card/CCCD/ Passport/ERC number: .....  
Date of issue: ..... Place of issue: .....  
**Legal representative (In case the shareholder is an organization) :** .....  
Identify card/CCCD/Passport/ERC number: .....  
Date of issue: ..... Place of issue: .....  
Permanent address: .....  
Contact phone: ..... Email: .....  
Number of Voting shares as of December 17<sup>th</sup>, 2025: ..... shares.

**As a shareholder of Transimex Logistics Corporation, I/we hereby agree to authorize:**

### II. AUTHORIZED PARTY:

Mr/Ms/Mrs: .....  
Identify card/CCCD/Passport number: ..... Date of issue: .....  
Place of issue: .....  
Permanent address: .....  
Contact phone: ..... Email: .....  
**Number of authorized shares:** ..... shares.

### III. SCOPE OF AUTHORIZATION:

1. The authorized party act on behalf of the Authorizing Party to decide, sign and vote on matter in the Shareholders' Written Opinion Form of Transimex Logistics Corporation as a representative of ..... shares that the shareholder owns on the last registration date to conduct shareholders' written opinion to adopt the Resolution of the General Meeting of Shareholders of Transimex Logistics Corporation on December 17<sup>th</sup>, 2025.
2. The authorized party who agrees with the above authorization and signs the approval below shall be legally responsible for the implementation of this authorization.

I/We commit to take full responsibility before the law for the above authorization and have no complaints regarding the authorization afterwards.

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
**AUTHORIZING PARTY**

*(Sign, write full name and seal (if any) )*

**Note:** Shareholders please send this POA form along with the Shareholder Opinion Form to Transimex Logistics Corporation before **10:00 a.m on January 15<sup>th</sup>, 2026** (Send directly or by post or email) to the following address:

**TRANSIMEX LOGISTICS CORPORATION**

Address: 2<sup>nd</sup> Floor - Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Cau Kieu Ward, Ho Chi Minh City, Vietnam.

Email: [toan.hv@transimex.com.vn](mailto:toan.hv@transimex.com.vn)

Ho Chi Minh City, December 25<sup>th</sup>, 2025

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the 2025 Regulation on Collecting Written Opinions of Shareholders of Transimex Logistics Corporation*

***To: The General Meeting of Shareholders of Transimex Logistics Corporation***

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26<sup>th</sup>, 2019;
- Pursuant to the Charter of Transimex Logistics Corporation;
- Pursuant to the Internal Corporate Governance Regulation of Transimex Logistics Corporation (the "Company");

**The Board of Directors respectfully submits to the General Meeting of Shareholders of the Company for approval the draft Regulation on Collecting Written Opinions of Shareholders in 2025 of Transimex Logistics Corporation, as detailed below:**

The detailed contents of the draft Regulation on Collecting Written Opinions of Shareholders in 2025 of Transimex Logistics Corporation are attached hereto.

The full text of the draft Regulation on Collecting Written Opinions of Shareholders in 2025 of Transimex Logistics Corporation has been published on the website: <https://transimextrans.com.vn/danh-muc/dai-hoi-co-dong/>.

***Respectfully submit,***

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



**Bùi Tuan Ngoc**



## **2025 REGULATION ON COLLECTING WRITTEN OPINIONS OF SHAREHOLDERS TRANSIMEX LOGISTICS CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26<sup>th</sup>, 2019;
- Pursuant to the Charter of Transimex Logistics Corporation;
- Pursuant to the Internal Corporate Governance Regulation of Transimex Logistics Corporation,

With the aim of ensuring that the collecting written opinions of shareholders by the Board of Directors of Transimex Logistics Corporation (the “Company”) is conducted in accordance with the provisions of law and the Company’s Charter, the Board of Directors of the Company (the “BOD”) hereby formulates the 2025 Regulation on Collecting Written Opinions of Shareholders of Transimex Logistics Corporation as follows:

### **Article 1. Subjects of application**

All Shareholders, representatives (authorized persons) of Transimex Logistics Corporation shall comply with the provisions of this Regulation, the Company’s Charter, and the applicable laws and regulations.

### **Article 2. Scope of Regulation**

This Regulation specifically provides for the rights and obligations of the parties involved in the collecting of written opinions and the procedures for conducting the collecting written opinions of Shareholders in 2025 of Transimex Logistics Corporation.

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

- |                |   |
|----------------|---|
| 1. Company     | Transimex Logistics Corporation                             |
| 2. BOD         | The Board of Directors                                      |
| 3. OC          | The Organizing Committee of the Meeting                     |
| 4. SB          | The Supervisory Board                                       |
| 5. Supervisors | Member of the Supervisory Board                             |
| 6. GM          | The General Meeting of Shareholders                         |
| 7. Delegates   | Shareholders, representatives ( <i>authorized persons</i> ) |

### **Article 4. Conditions for Participation in the Collecting Written Opinions of Shareholders**

All shareholders holding the Company’s shares as recorded in the list of shareholders finalized by the Vietnam Securities Depository and Clearing Corporation as of December 17<sup>th</sup>, 2025, or those who are validly authorized in accordance with the provisions of this Regulation.

### **Article 5. Regulations on Authorization**

1. The authorization for a representative to respond to the Shareholders’ Written Opinion Form shall be made in writing and must bear signatures in accordance with the following provisions:
  - a. In the case where the shareholder is an individual: the power of attorney must bear the signature of the authorizing shareholder.





- b. In the case where the shareholder is an organization: the power of attorney must bear the signature and seal of the lawful representative of the authorizing organizational shareholder.
2. The Written Opinion Form submitted to the Company by an authorized organization shall be signed by the lawful representative of such authorized organization and affixed with its seal.
3. In cases where the shareholder is an organization that is not required to use a corporate seal on documents, the power of attorney and the Written Opinion Form are not required to bear the seal.
4. The authorized party shall submit the power of attorney (in the case where the authorized person is an individual), or the power of attorney together with the document appointing the signatory of the Written Opinion Form (in the case where the authorized person is an organization), in accordance with Clause 1 of this Article of this Regulation, along with the completed Written Opinion Form to the Company.
5. A shareholder may authorize only one individual or one organization to respond to the Written Opinion Form. One individual or one organization may act as the authorized representative for one or more shareholders.
6. Shareholders and their authorized representatives shall be solely responsible for the rights, obligations of each party, the legal validity of the power of attorney and the document appointing the signatory of the Written Opinion Form of the authorized organization. The Company shall not be liable for any complaints or claims related to the shareholder's authorization.

**Article 6. Rights and Obligations of Shareholders Participating in the Collecting of Written Opinions of Shareholders**

1. Entitled to provide opinions (vote) or authorize another person to provide opinions on matters for which the Board of Directors seeks shareholders' opinions.
2. Entitled to receive the Written Opinion Form stating the number of shares corresponding to the number of votes of the shareholder on the matters for which the Board of Directors seeks shareholders' opinions, by post to the address registered by the shareholder with the Vietnam Securities Depository and Clearing Corporation.
3. Entitled to download the Documents serving the collecting written opinions of shareholders as published on the website of Transimex Logistics Corporation at: [www.transimextrans.com.vn](http://www.transimextrans.com.vn).
4. Comply fully with the provisions of the Law on Enterprises, the Company's Charter, and this Regulation.

**Article 7. Voting Method on the Written Opinion Form of Shareholders**

1. Matters of the Written Opinion Form of Shareholders:
  - a. Information on the shareholder;
  - b. Information on the Company;
  - c. Purpose of collecting shareholders' opinions;
  - d. Matters to be voted on;
  - e. Voting opinion of Shareholder: there shall be 3 checkboxes corresponding to the options "Agree"; "Disagree"; and "No opinion", from which the shareholder shall tick (x) or (✓) one of the 3 boxes on the Written Opinion Form;
  - f. Signature of the shareholder for confirmation;



- g. Deadline and method for submitting the completed Written Opinion Form;
- h. Signature of the Chairman of the BOD of the Company (with the Company's seal affixed).
- 2. Invalid Written Opinion Forms shall be deemed as votes with no opinion, including the following cases:
  - a. The Written Opinion Form is not in the format issued by the Company;
  - b. More than one box is ticked for a matter subject to voting – such voting shall be deemed invalid for that matter;
  - c. The Written Opinion Form does not bear the signature of the shareholder if the shareholder is an individual, or does not bear the signature and seal (if applicable) if the shareholder is an organization;
  - d. The envelope has been opened prior to the Vote counting process;
  - e. The Written Opinion Form is torn, crossed out, erased, or altered;
  - f. The Written Opinion Form contains additional information or symbols;
  - g. The Written Opinion Form is returned to the Company after the deadline specified in this Regulation;
  - h. The Written Opinion Form is completed and submitted to the Company by an individual/organization authorized by the shareholder but is not accompanied by a valid power of attorney;
  - i. The Written Opinion Form is completed and submitted to the Company by an individual/organization authorized by the shareholder but is not consistent with the power of attorney and the document appointing the signatory of the Written Opinion Form of the authorized organization as guided in Article 4 of this Regulation.
- 3. In the event that none of the three (03) boxes (Agree, Disagree, No opinion) is ticked for a matter subject to voting, but the Shareholder still signs and affixes the seal (if the shareholder is an organization) on the Written Opinion Form, the Form shall remain valid and be deemed that the Shareholder has voted "No opinion" on such matter.

#### **Article 8. Method and Deadline for Submitting Responses to the Shareholders' Written Opinion Form**

- 1. The Written Opinion Form (together with the power of attorney, if any) shall be submitted to Transimex Logistics Corporation **no later than 10:00 a.m. on January 15<sup>th</sup>, 2026**, using one of the following methods:
  - a. **By direct submission or postal mail:** The Written Opinion Form (together with the power of attorney, if any) must be enclosed in a sealed envelope and sent to the Company's address as follows:

Address: 2<sup>nd</sup> Floor – Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.

Recipient: Mr. Huynh Van Toan - Secretary to the Board of Directors

Phone: (028) 2220 2888 (Ext: 00949).
  - b. **By email:** The Written Opinion Form (together with the power of attorney, if any) shall be sent to the Company via email using the following contact details:

Recipient: Mr. Huynh Van Toan - Secretary to the Board of Directors

Email: [toan.hv@transimex.com.vn](mailto:toan.hv@transimex.com.vn) - Phone: (028) 2220 2888 (Ext: 00949).



#### **Article 9. Regulations on Vote Counting**

1. The Vote Counting Committee shall be approved by the General Meeting of Shareholders through voting via the Shareholders' Written Opinion Form. The Committee shall consist of four (04) members, including the Chairman of the Board of Directors as the Head of the Committee and other supporting members.
2. The Vote Counting Committee shall conduct the Vote counting in a private room after the deadline for receiving completed Written Opinion Forms from shareholders. The Committee shall not cross out or make any alterations on the Written Opinion Forms.
3. The Vote counting minutes shall include the following principal matters:
  - a. Information on the Company;
  - b. The purpose and the matter(s) subject to shareholder voting for adoption of the Resolution of the General Meeting of Shareholders;
  - c. The number of shareholders and total voting Votes submitted, indicating the number of valid and invalid Votes, the method of submission, together with an appendix listing the shareholders who participated in the voting;
  - d. The total number of votes in agree, disagree and with no opinion;
  - e. The matter(s) approved and the corresponding approval ratio;
  - f. Full names, signatures of the Chairman of the Board of Directors, the General Director, and the members of the Vote Counting Committee.
4. Members of the Board of Directors, the Vote Counting Committee shall be jointly responsible for the truthfulness and accuracy of the Vote counting minutes; shall be jointly liable for any damages arising from resolutions passed based on dishonest or inaccurate Vote counting.
5. The Vote counting minutes and the resolution shall be published on the Company's website.

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

1. The Vote Counting Supervisory Committee shall consist of three (03) members, including one (01) Head and two (02) members, who shall be responsible to the General Meeting of Shareholders for supervising the Vote counting conducted by the Vote Counting Committee.

#### **Article 11. Adoption of Resolutions of the General Meeting by Method of Collecting Written Opinions of Shareholders**

1. A resolution of the General Meeting of Shareholders adopted by method of collecting shareholders' written opinions shall have the same validity as a resolution adopted at a physical meeting of the General Meeting of Shareholders.
2. A Resolution of the General Meeting of Shareholders adopted by method of collecting written opinions of shareholders shall be adopted if it is approved by shareholders representing **more than 50%** of the total number of voting Votes of all shareholders entitled to vote.
3. Based on the Vote counting results recorded in the Vote Counting Minutes, the Chairman of the BOD shall, on behalf of the General Meeting of Shareholders, issue the Resolution of the General Meeting of Shareholders.

#### **Article 12. Archive**

All completed Written Opinion Forms, Vote counting minutes, adopted resolutions and relevant documents attached to the Written Opinion Forms shall be archived at the Company's headquarters.



**Article 13. Effectiveness**

1. Shareholders, authorized representatives shall strictly comply with this Regulation.
2. Any matters not specifically provided for in this Regulation shall be uniformly implemented in accordance with the Company's Charter, the Company's Internal Corporate Governance Regulations, the Law on Enterprises 2020, and other applicable legal normative documents.
3. This Regulation shall take effect from the date it is approved by the General Meeting of Shareholders of the Company and shall apply solely to the collecting written opinions of shareholders in connection with Resolution No. 26/2025/NQ.HĐQT-TOT of the Board of Directors of Transimex Logistics Corporation dated November 26<sup>th</sup>, 2025.

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



**Bui Tuan Ngoc**



Ho Chi Minh City, December 25<sup>th</sup>, 2025

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the List of the Ballot Counting Committee and the Ballot Counting Supervisory Committee for the purpose of Counting Shareholders' Written Opinion Forms*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26<sup>th</sup>, 2019;
- Pursuant to the Charter of Transimex Logistics Corporation ("Company");
- Pursuant to the Resolution of the Board of Directors No. 32/2025/NQ.BOD-TOT dated 25/12/2025 of the Company;
- Pursuant to the 2025 Regulation on Collecting Written Opinions of Shareholders of Transimex Logistics Corporation,

The Board of Directors respectfully submits to the General Meeting of Shareholders of Transimex Logistics Corporation for approval the list of the Ballot Counting Committee to carry out the counting of shareholders' written opinion forms, specifically as follows:

1. **Approval of the list of the Vote Counting Committee for the collecting written opinions of shareholders, comprising:**
  - 1.1 Mr. Bui Tuan Ngoc - Chairman of the Board of Directors - The Head;
  - 1.2 Mr. Trinh Anh Tuan – Director - Member;
  - 1.3 Mr. Huynh Van Toan - Secretary of the Board of Directors - Member;
  - 1.4 Mr. Nguyen Bao Huy - Chief Accountant - Member.
2. **Approval of the list of the Vote Counting Supervisory Committee for the collecting written opinions of shareholders, comprising:**
  - 2.1 Mr. Pham Xuan Quang - Head of Supervisory Board - The Head;
  - 2.2 Ms. Nguyen Thi Thai Nhi - Member of the Supervisory Board - Member;
  - 2.3 Mr. Vo Thanh Dong - Member of the Supervisory Board - Member.

**Respectfully submit,**

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

  
**Bui Tuan Ngoc**



*Ho Chi Minh City, December 25<sup>th</sup>, 2025*

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the 2026 private placement Bond issuance plan of Transimex Logistics Corporation*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Logistics Corporation ("Company"),

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the private placement Bond issuance plan for 2026 of Transimex Logistics Corporation, with details as follows:**

- I.** To approve the private placement Bond issuance plan of Transimex Logistics Corporation for 2026 with a maximum total issuance value, at par value, of VND 100,000,000,000 (*in words: One hundred billion Vietnamese dong*), and to approve in full the Bond issuance plan as set out in the Appendix attached to this Proposal (**the 'Issuance Plan'**).
- II.** To assign and authorize the Board of Directors to decide, approve, adopt and implement all matters relating to the Bond issuance, including but not limited to the following specific matters:
  1. To decide on matters relating to the Bond issuance in accordance with this Issuance Plan, including but not limited to:
    - a. To decide all specific terms and conditions of the Bonds to be issued, including but not limited to the Bond offering price, timing of the offering, purpose of the issuance, par value of the Bonds, interest rate, and the method of payment of Bond principal and interest;
    - b. To decide on matters relating to the establishment of security for the Bonds, including but not limited to: the form of security (pledge, mortgage, third-party payment guarantee and/or any other lawful security measures); the type, quantity and value of secured assets; any change to the security measures and/or any addition, replacement or release of secured assets from time to time; documents relating to the legal status of the secured assets, valuation and/or revaluation of the secured assets, registration of security interests, order of payment to investors upon enforcement of the secured assets, and any relevant amended or supplemental documents; procedures for completion of the establishment of security for the Bonds and other matters relating to the Bond security;
    - c. To decide on the selection criteria, the list of issuance offerees, specific investor(s) participating in the purchase of the Bonds, and counterparties involved in Bond purchase and sale transactions;
    - d. To decide on any amendment or supplementation to the Issuance Plan and documents relating to the Bond issuance (if any).
  2. To decide on matters relating to the use and repayment of proceeds derived from the Bond issuance, ensuring compliance with applicable laws and regulations and in accordance with the internal regulations of the Company.
  3. To decide on the full contents, execute and organize the implementation of all contracts, agreements and documents relating to the Bond issuance.
  4. To have full authority to negotiate, select and decide on fee-related contracts and agreements with entities performing services in connection with the Bond issuance, including but not limited to: the Bond offering documentation consultant, Bond issuance agent, secured asset management agent, Bondholders' representative, licensed valuation company, audit/review firm, credit rating agency, and other entities related to the Bond issuance.
  5. To decide on matters relating to the early redemption of the Bonds after issuance in accordance with applicable laws and the Bond offering documents, including but not limited to: the method of organizing the Bond early redemption, the volume of Bonds proposed to be redeemed prior to maturity, the early



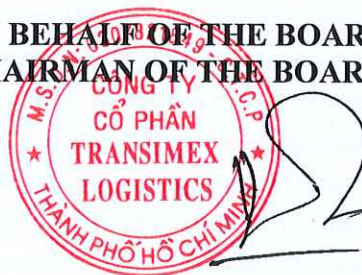


redemption price, and information disclosure relating to the Bond redemption.

6. To decide and implement matters relating to the registration of the issued Bonds with the Vietnam Securities Depository and Clearing Corporation (VSDC) and the registration of trading on the system for privately placed corporate Bonds at the relevant Stock Exchange in accordance with applicable laws, including but not limited to the following tasks: (i) deciding on the dossiers and documents to be submitted to the VSDC, the relevant Stock Exchange(s) and competent State authorities in compliance with applicable laws; (ii) liaising with and providing explanations to competent authorities and relevant entities regarding the dossiers referred to in item (i); and (iii) carrying out other necessary tasks to successfully complete the registration of the Bonds with the VSDC and the registration of Bond trading at the relevant Stock Exchange(s).
7. To carry out reporting and information disclosure in full compliance with applicable laws and regulations.
8. To decide on all other matters relating to the Bond issuance and matters relating to the Bonds after the issuance date.
9. The Board of Directors is entitled to further delegate and/or authorize part or all of the tasks set out above.
10. The Board of Directors shall report to the General Meeting of Shareholders on the implementation of the Bond issuance at the nearest General Meeting of Shareholders following the issuance date.

***Respectfully submit,***

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



**Bui Tuan Ngoc**



**APPENDIX**  
**PRIVATE PLACEMENT BOND ISSUANCE PLAN FOR 2026**  
**OF TRANSIMEX LOGISTICS CORPORATION**  
**("ISSUANCE PLAN")**

Draft

*Promulgated together with Resolution No. .... dated ...../...../2026 of the General Meeting of Shareholders of Transimex Logistics Corporation)*

This private placement bond issuance plan (hereinafter referred to as the '**Issuance Plan**') of Transimex Logistics Corporation (hereinafter referred to as '**TMS Logistics**' or the '**Issuer**' or the '**Company**') constitutes the overall issuance plan for the offering and issuance of privately placed bonds proposed to be issued in 2026 (hereinafter collectively referred to as the '**Bonds**') by the Issuer. For each specific bond issuance, the General Meeting of Shareholders ('**GMS**') authorizes the Board of Directors ('**BOD**') or a person authorized by the BOD to decide on the bond offering price, plan for use of proceeds, terms and conditions of the Bonds, redemption terms, transaction parties and other relevant matters (as authorized under this Resolution of the GMS) in the specific bond issuance resolution of the BOD (the '**Specific Issuance Plan**'), based on the matters approved under this Issuance Plan.

**I. LEGAL BASIS**

- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019, and Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations (the "**Law on Securities**");
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, and Law on Enterprises No. 76/2025/QH15 dated June 17<sup>th</sup>, 2025 amending and supplementing a number of articles of the Law on Enterprises (the "**Law on Enterprises**");
- Pursuant to the Government's decrees guiding the private placement, trading and issuance of corporate bonds in the domestic market and the offering of corporate bonds to the international market;
- Pursuant to Circular No. 76/2024/TT-BTC dated November 6<sup>th</sup>, 2024 of the Ministry of Finance providing guidance on information disclosure and reporting regimes in connection with the private placement and trading of corporate bonds in the domestic market and the offering of corporate bonds to the international market ("**Circular 76**");
- Pursuant to Circular No. 30/2023/TT-BTC dated May 17<sup>th</sup>, 2023 providing guidance on the registration, depository, exercise of rights, transfer of ownership, settlement of transactions and organization of the trading market for privately placed corporate bonds in the domestic market ("**Circular 30**");
- Pursuant to Decision No. 27/QĐ-HĐTV dated August 10<sup>th</sup>, 2023 of the Vietnam Securities Depository and Clearing Corporation on the promulgation of the Regulations on registration, depository and settlement of transactions of privately placed corporate bonds ("**Decision 27**");
- Pursuant to Decision No. 56/QĐ-SGDVN dated July 10<sup>th</sup>, 2023 of the Vietnam Stock Exchange on the promulgation of the Regulations on trading of privately placed corporate bonds at the Hanoi Stock Exchange ("**Decision 56**");
- Pursuant to the current Charter of the Company;
- And other relevant legal documents and regulations.

**II. INFORMATION ON THE ISSUER**

**1. General Information on the Issuer**

❖ **Trading Name**

- Issuer's Name: TRANSIMEX LOGISTICS CORPORATION
- Abbreviated Name: TMS LOGISTICS



- Stock code: TOT
- ❖ **Type of enterprise:** Public company
- ❖ **Head office, telephone number and website**
- Head office: 2nd Floor – Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.
- Telephone: (028) 3729 73 73
- Website: [www.transimextrans.com.vn](http://www.transimextrans.com.vn)
- ❖ **Enterprise Registration Certificate:**
- The Issuer was established and operates under Enterprise Registration Certificate No. 0307821849 issued by the Ho Chi Minh City Department of Finance, with the initial registration dated March 18<sup>th</sup>, 2009, and the 22nd amendment registered on December 4<sup>th</sup>, 2025.
- Charter capital as at December 31<sup>st</sup>, 2024: VND 92,078,420,000 (in words: Ninety-two billion seventy-eight million four hundred and twenty thousand Vietnamese dong).
- ❖ **Information on the bank account for receipt of bond subscription proceeds for the bond issuance:**  
The Board of Directors shall decide on the bank account for receipt of bond subscription proceeds for the issuance in compliance with applicable laws and regulations at the time of issuance, and shall ensure full information disclosure in accordance with relevant applicable laws and regulations.

## 2. Business Lines

Warehousing and storage of goods (**Principal business line**)

(Details: Warehousing business, loading and unloading, and storage of transshipment export and import goods.)

(Excluding services provided at airports falling under supporting services for all modes of transport; excluding maritime pilotage services; excluding public utility services ensuring maritime safety (operation of lighthouse systems and public maritime channel systems); excluding aviation operation assurance services (air traffic services, aeronautical information services, and search and rescue services).

## III. PURPOSE OF THE BOND ISSUANCE

The Board of Directors shall determine the specific programs and investment projects to serve as the purposes of the bond issuance, ensuring compliance with relevant applicable laws and regulations and the internal regulations of the Issuer.

## IV. EXPLANATION OF COMPLIANCE WITH CONDITIONS FOR BOND OFFERING IN ACCORDANCE WITH APPLICABLE LAWS

The Issuer has fully satisfied the conditions for the private placement offering of corporate bonds in the domestic market in accordance with current applicable laws, specifically as follows:

1. The issuing enterprise is a joint stock company established and operating in accordance with Vietnamese law and is eligible to issue bonds.

*Pursuant to Enterprise Registration Certificate No. 0307821849 issued by the Ho Chi Minh City Department of Finance, with the initial registration dated March 18, 2009, and the 22nd amendment registered on December 4<sup>th</sup>, 2025.*

2. The Issuer has fully paid all principal and interest of previously issued bonds, or has fully paid all due debts, for three (03) consecutive years preceding the bond issuance.

*Prior to the issuance of this Resolution, the Issuer had no outstanding bond liabilities for three (03) consecutive years. Accordingly, no obligation to pay principal and interest on issued bonds arose during such period.*

*Pursuant to the Issuer's audited financial statements for fiscal year 2024 (audited by Ernst & Young Viet Nam Limited), the Issuer has fully settled all due debts for three (03) consecutive years preceding the bond issuance. In addition, through the approval of this Issuance Plan, the Issuer commits that it has fully paid all principal and interest of due debts for three (03) consecutive years prior to the bond issuance.*



3. Compliance with financial safety ratios and operational safety assurance ratios as required by specialized laws.

*Under this Issuance Plan, the Issuer commits that it shall fully comply with all financial safety ratios and operational safety assurance ratios as required by specialized laws applicable to all of the Issuer's business lines (if any) at the time of the bond offering.*

4. An approved bond issuance plan by the competent authority.

*This Issuance Plan has been approved pursuant to Resolution No. .... of the GMS of the Issuer dated ....., 2026. At the time of the bond issuance, the BOD of the Issuer shall adopt a resolution approving the contents of the Specific Issuance Plan.*

5. Availability of audited financial statements for the fiscal year immediately preceding the year of issuance, audited by a qualified audit firm in accordance with applicable laws.

*As at the date of issuance of this Issuance Plan, the Issuer has financial statements for fiscal year 2024 audited by Ernst & Young Viet Nam Limited, an audit firm included in the list of entities approved to conduct audits for public interest entities, satisfying the conditions prescribed by applicable laws and not being a related party of the Issuer in accordance with the Law on Securities and its implementing regulations.*

*At the time of the bond issuance, the Issuer shall additionally provide the audited financial statements for the fiscal year immediately preceding the year of issuance (if applicable).*

6. Investors participating in the offering are professional securities investors in accordance with the Law on Securities and relevant legal documents.

The BOD shall determine the specific investors participating in the purchase of the Bonds in the Specific Issuance Plan.

*\*The BOD shall be responsible for updating in detail the conditions set out in this Section in accordance with applicable laws at the time of issuance in the Specific Issuance Plan.*

## V. PROPOSED TERMS AND CONDITIONS OF THE BOND OFFERING

The Issuer intends to offer the Bonds on the basis of the following proposed terms and conditions:

No.	Terms and Conditions of the bond	Matters
1	Issuer	Transimex Logistics Corporation ("TMS Logistics")
2	Type of Bonds	Non-convertible bonds, without warrants, secured by assets, issued in the domestic market.
3	Currency of issuance and payment	VND (Vietnamese Dong).
4	Form of the Bonds	The Bonds shall be issued in book-entry form.
5	Par value of the Bonds	Subject to the Specific Issuance Plan and in accordance with applicable laws, the par value of each Bond shall be VND 100,000,000 (in words: One hundred million Vietnamese Dong) or another amount being a multiple of VND 100,000,000 (One hundred million Vietnamese Dong).
6	Issue price of the Bonds	The amount payable to purchase one (01) Bond as agreed between the Issuer and the investor. The BOD shall determine the specific bond issue price in the Specific Issuance Plan.
7	Total par value of the Bonds to be issued	Up to VND 100,000,000,000 (in words: One hundred billion Vietnamese Dong).
8	Number of offering tranches	One (01) tranche.



No.	Terms and Conditions of the bond	Matters
9	Tenor of the Bonds	03 (three) years.
10	Nominal interest rate	The BOD shall determine the specific interest rate and/or the principles and method for determining the interest rate applicable to the issued Bonds.
11	Bond distribution period	Up to thirty (30) days from the date of information disclosure prior to the offering.
12	Expected issuance date	In 2026 The BOD shall determine the specific timing of the bond issuance in compliance with applicable laws and regulations.
13	Interest period	Interest shall be calculated every 03 months or every 06 months. HĐQT quyết định cụ thể kỳ tính lãi của Trái Phiếu được phát hành phù hợp với nhu cầu vốn và tình hình tài chính của TMS Logistics tại thời điểm phát hành The BOD shall determine the interest calculation period of the issued Bonds in accordance with the capital needs and financial condition of TMS Logistics at the time of issuance.
14	Method of payment of principal and interest of the Bonds	- Interest shall be paid in arrears and settled periodically in accordance with the interest period of the Bonds. - Principal shall be repaid at maturity, unless the Bonds are redeemed prior to maturity in accordance with Section VI of this Issuance Plan.
15	Security assets and other security measures for the Bonds	The BOD shall decide on the selection of security assets owned by TMS Logistics and/or third parties and/or other security measures permitted by law to secure the payment obligations relating to the Bonds.
16	Other terms and conditions	As provided in the information disclosure document prior to the bond offering.

The BOD or a person authorized by the BOD shall decide on the specific terms and conditions of the Bonds within the scope of authority delegated under this Resolution.

## VI. CONDITIONS, TERMS FOR BONDS REDEMPTION AND EXCHANGE

### 1. Terms and conditions for bond redemption:

#### 1.1 Early redemption by agreement:

The BOD or a person authorized by the BOD shall decide on the specific terms and conditions for the early redemption of the Bonds prior to maturity based on negotiations with investors (including but not limited to the redemption volume, redemption timing and redemption price.)

The early redemption of the Bonds shall be carried out in accordance with applicable laws and regulations and the specific terms and conditions of the Bonds

#### 1.2 Mandatory redemption: The Issuer shall be obligated to redeem the Bonds prior to maturity at the request of the Bondholders in the following circumstances:

- The Issuer violates laws and regulations on the offering and trading of corporate bonds as determined by a competent authority, and such violation cannot be remedied, or the remedial measures are not approved by Bondholders representing at least sixty-five percent (65%) of the total outstanding Bonds, or otherwise as agreed with investors in compliance with applicable laws.
- The Issuer violates the Issuance Plan and such violation cannot be remedied, or the remedial measures are not approved by Bondholders representing at least sixty-five percent (65%) of the total outstanding



- Bonds, or otherwise as agreed with investors in compliance with applicable laws.
- Redemption upon the occurrence of an event of default as provided in the information disclosure document at the time of the issuance.
  - 2. Method of early redemption of the Bonds: Early redemption of the Bonds shall be carried out in a manner consistent with applicable laws and regulations, the terms and conditions of the Bonds as set out in the issuance dossier, and the regulations of the Vietnam Securities Depository and Clearing Corporation (VSDC) and the relevant Stock Exchange in effect at the time of such redemption.
  - 3. Bond exchange: Bond exchange shall be implemented subject to agreement between the Issuer and/or the investors, in accordance with the provisions set out in the bond offering dossier

## VII. INFORMATION ON THE FINANCIAL CONDITION OF THE ISSUER

1. Certain financial indicators for the three (03) consecutive years preceding the year of issuance (from 2022 to 2024) and any changes after the issuance (if any).
- (a) Financial indicators based on the Issuer's financial statements:

Unit: Thousand VND

Target	2022	2023	2024
<b>Owners equity</b>	<b>70,748,207</b>	<b>90,458,308</b>	<b>135,294,134</b>
<i>Contributed capital of owners</i>	54,950,000	60,444,860	92,078,420
<i>Share premium</i>	0	0	6,818,927
<i>Other owners' equity</i>	0	0	0
<i>Asset revaluation surplus</i>	0	0	0
<i>Development investment fund</i>	0	0	0
<i>Undistributed profit after tax (retained earnings)</i>	15,798,207	30,013,448	36,396,787
<i>Non-controlling interests</i>	0	0	0
<b>Liabilities</b>	<b>81,941,529</b>	<b>93,052,239</b>	<b>90,786,217</b>
<i>Bank borrowings</i>	2,625,000	12,660,061	38,183,208
<i>Total outstanding bond debt</i>	0	0	0
<i>Short-term trade payables</i>	45,245,391	72,305,659	40,230,599
<i>Short-term advances from customers</i>	0	86,686	82,320
<i>Short-term accrued expenses</i>	1,885,335	921,559	6,311,546
<i>Other payables</i>	32,185,803	7,082,640	5,974,178
<b>Capital structure indicators</b>			
<i>Liabilities / Total assets</i>	0.54	0.51	0.40
<i>Liabilities / Owner equity</i>	1.16	1.03	0.67
<b>Liquidity indicators</b>			
<i>Current ratio (current assets / current liabilities)</i>	1.08	0.95	1.63
<i>Quick ratio ((current assets – inventories) / current liabilities)</i>	1.07	0.94	1.62
<b>Total outstanding bond debt / Owner equity</b>	0.00	0.00	0.00
<b>Profitability indicators</b>			



Target	2022	2023	2024
<i>Profit before tax</i>	16,290,939	27,774,209	29,113,758
<i>Profit after tax</i>	13,025,501	22,146,181	23,124,604
<b>Return indicators</b>			
<i>Profit after tax / Total assets (ROA)</i>	8.53%	12.07%	10.23%
<i>Profit after tax / Equity (ROE)</i>	18.41%	24.48%	17.09%
<b>Financial safety indicators and operational safety ratios in accordance with applicable laws</b>	Not applicable		

(Source: The Issuer's audited consolidated financial statements for fiscal years 2022, 2023 and 2024.)

At the time of the bond issuance, the financial indicators for the 03 consecutive years preceding the year of issuance shall be updated (if applicable) and presented in the Specific Issuance Plan.

(b) Changes after the bond issuance:

Following the bond issuance, the total liabilities, outstanding bond debt, and the ratio of total outstanding bond borrowings (including all forms of bond borrowings) to equity as reflected in the audited financial statements may change depending on the successful bond offering results and the financial data at the time of issuance. The Issuer undertakes to recognize and record these indicators in compliance with applicable laws and regulations on operational safety of the Issuer.

**VIII. STATUS OF PAYMENT OF PRINCIPAL AND INTEREST ON PREVIOUSLY ISSUED BONDS AND DUE DEBTS DURING THE 03 CONSECUTIVE YEARS PRECEDING THE OFFERING**

The Issuer did not conduct any bond issuance during the 03 consecutive years preceding the offering. Accordingly, the Issuer did not incur any obligations for payment of principal and interest on bonds during such period.

The Issuer undertakes that it has fully settled all principal and interest of due debts (excluding bond debts). As of the date hereof, the Issuer has no overdue payables.

**IX. REPORT ON THE ISSUANCE STATUS AND USE OF PROCEEDS IN RESPECT OF OUTSTANDING BONDS**

- Prior to the issuance of this Resolution, the Issuer had no outstanding bond debt. Accordingly, the Issuer is not required to prepare or perform this report.
- **Violations of laws on corporate bond issuance as determined by competent authorities during the 03 consecutive years preceding the bond offering: None.**

**X. ASSESSMENT OF THE FINANCIAL CONDITION AND DEBT SERVICING CAPACITY OF THE ENTERPRISE, AND THE ABILITY TO REPAY THE ISSUED BONDS**

The Issuer maintains a sound financial condition and has sufficient capacity to meet its due debt obligations as well as to service the Bonds proposed to be issued. With an average gross profit from business operations of approximately more than VND 45 billion over the most recent three (03) years, the Company has adequate capacity to pay interest obligations when due on all outstanding bonds, including the Bonds proposed to be issued under this Issuance Plan. The Company is currently carrying out procedures to seek shareholders' approval for an offering of additional shares to existing shareholders in order to increase its charter capital from VND 92,078,420,000 to VND 184,156,840,000, thereby strengthening the Company's financial capacity.

**XI. AUDITOR'S OPINION ON THE COMPANY'S FINANCIAL STATEMENTS**

According to the audited financial statements of the Company audited by Ernst & Young Viet Nam Limited, the auditor issued the following opinion on the Issuer's financial statements for fiscal year 2024:

*"In our opinion, the financial statements present fairly, in all material respects, the financial position*



*of the Company as at December 31<sup>st</sup>, 2024, as well as its business results and cash flows for the fiscal year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime and relevant legal regulations on the preparation and presentation of financial statements.”*

At the time of the bond issuance, the auditor's opinion on the audited financial statements for the fiscal year immediately preceding the year of issuance shall be presented in the Specific Issuance Plan.

## **XII. METHOD OF ISSUANCE**

The Bonds shall be privately placed through an issuance agency method in accordance with applicable laws and regulations.

## **XIII. BOND OFFERING TARGET**

Professional securities investors in accordance with the Law on Securities and relevant legal documents.

The BOD shall determine the specific investors participating in the purchase of the Bonds in the Specific Issuance Plan.

## **XIV. PLAN FOR USE OF PROCEEDS FROM THE BOND ISSUANCE**

- The Issuer intends to use the proceeds from the bond issuance tranches to implement investment programs and projects. The Issuer shall flexibly allocate the proceeds from the offering/issuance of the Bonds for the purposes as presented in Section III of this Issuance Plan, in accordance with the Company's capital utilization needs at the time of issuance.

The BOD or a person authorized by the BOD is authorized to decide in detail on the plan for use of proceeds from the offering/issuance of the Bonds under the Specific Issuance Plan, in compliance with applicable laws and regulations at the time of issuance, and to fully disclose such information to investors in the bond offering disclosure documents of the relevant issuance.

- In the event that the Issuer has not yet used or does not need to fully use the proceeds from the bond issuance, the Issuer shall have the right to: (i) use the temporarily idle funds for fixed-term deposits with the account-managing institution/bank where the bond subscription proceeds account is opened, and such funds shall be blocked (restricted) throughout the deposit term; and/or (ii) use such funds to redeem the Bonds prior to maturity, subject to obtaining the consent of Bondholders holding at least 65% of the total outstanding Bonds. The Issuer shall be entitled to withdraw and freely use the interest income arising from such fixed-term deposits.

## **XV. PLAN FOR ARRANGEMENT OF FUNDS AND METHOD OF PAYMENT OF INTEREST AND PRINCIPAL OF THE BONDS**

1. The Issuer intends to use the following cash flows to pay the principal and interest of the Bonds.
  - Other revenues generated from the Issuer's business operations; and
  - Other lawful sources of income of the Issuer.
2. Method of payment of interest and principal of the Bonds:  
As provided in Section V of this Issuance Plan.

## **XVI. INFORMATION DISCLOSURE UNDERTAKINGS OF THE ISSUER**

- The Issuer undertakes to carry out information disclosure prior to the bond offering, disclosure of issuance results, periodic information disclosure, extraordinary information disclosure, and other information disclosure obligations in accordance with applicable laws and regulations.
- The Issuer undertakes that all disclosed information shall be complete, accurate and timely in accordance with applicable laws, and shall bear legal responsibility for the contents and accuracy of the disclosed information.
- The Issuer undertakes to comply with the principles of information disclosure as prescribed by applicable laws and regulations.
- The Issuer undertakes to perform other information disclosure obligations in accordance with applicable legal documents.

## **XVII. OTHER UNDERTAKINGS TO INVESTORS**

- The Issuer shall duly implement and comply with this Issuance Plan and the applicable laws and regulations relating to the Bonds.



- The Issuer shall use the proceeds from the bond issuance strictly for the purposes of issuance and in compliance with applicable laws and regulations.
- The Issuer shall use cash flows generated from business operations and other lawful sources of income to fully pay the interest and principal of the Bonds and to fulfill other obligations of the Issuer relating to the Bonds.
- The Issuer shall perform other undertakings as stipulated in the terms and conditions of the Bonds and other relevant offering documents.

#### **XVIII. PROVISIONS ON REGISTRATION AND DEPOSITORY OF THE BONDS**

- The Issuer shall register the Bonds with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the regulations of the VSDC and applicable laws and regulations.
- The Bonds shall be centrally deposited with the VSDC through a depository member prior to trading or transfer of ownership, except as otherwise provided by applicable laws and regulations.

#### **XIX. PROVISIONS ON BOND TRADING**

- The Issuer shall register the Bonds for trading in accordance with applicable laws and regulations and the bond offering dossiers.
- The Bonds may only be traded among professional securities investors that are organizations (in both the primary and secondary markets) in compliance with applicable laws and regulations, except for cases carried out pursuant to a legally effective court judgment or decision, an arbitral award, or inheritance in accordance with applicable laws.

#### **XX. RIGHTS AND OBLIGATIONS OF BOND INVESTORS**

##### **1. Rights of Bond Investors:**

- To receive full information disclosure from the Issuer in accordance with applicable laws and regulations, and to have the right to access the bond offering dossier upon request.
- To receive full and timely payment of interest and principal of the Bonds upon maturity, and to exercise any attached rights (if any) in accordance with the terms and conditions of the Bonds and agreements with the Issuer.
- To request the Issuer to redeem the Bonds prior to maturity in accordance with applicable laws and the bond offering dossier.
- To vote on matters required to be approved by Bondholders in accordance with the voting thresholds specified in the bond offering dossier, whereby matters requiring approval by Bondholders holding at least sixty-five percent (65%) of the total outstanding Bonds of the same class include:
  - + Amendments to the terms and conditions of the Bonds as required by applicable laws;
  - + Reduction, suspension or modification of matters relating to the payment of principal and interest or changes to the interest rate of the Bonds;
  - + Other matters as provided in the bond offering dossier and agreements with investors.
- Other rights as provided by applicable laws and regulations.

##### **2. Obligations of Bond Investors:**

- To fully access and review the Issuer's disclosed information; to clearly understand the terms and conditions of the Bonds and other undertakings of the Issuer before deciding to purchase and trade the Bonds.
- To fully understand the risks arising from the investment and trading of the Bonds; to clearly understand and ensure compliance with regulations on eligible investors and trading of privately placed corporate bonds in accordance with applicable laws.
- To independently assess and take full responsibility for their investment decisions and to bear all risks arising from the investment and trading of the Bonds.
- Prior to purchasing the Bonds, investors must sign a written confirmation acknowledging compliance with applicable laws and assuming full responsibility for their bond purchase decisions after signing such confirmation.



- To conduct bond transactions in accordance with applicable laws and regulations; not to sell or jointly invest in the Bonds with investors who are not professional securities investors in any form.
- Other obligations as provided by applicable laws and regulations.

## **XXI. RIGHTS AND OBLIGATIONS OF THE ISSUER**

### **1. Rights of the Issuer**

The Issuer shall have the right to use the entire proceeds from the bond offering tranches for the purposes of the bond issuance as disclosed, and to enjoy other rights of the Issuer in accordance with applicable laws and regulations, the terms and conditions of the Bonds, as well as other offering documents relating to the Bonds.

### **2. Obligations of the Issuer**

- To comply with applicable laws and regulations relating to the issuance of the Bonds.
- To pay the principal and interest of the Bonds in full and on time to the bond purchasers.
- To manage and use the proceeds from the bond issuance strictly in accordance with this Bond Issuance Plan, the Specific Issuance Plan and applicable laws and regulations.
- To fully perform information disclosure obligations and to be responsible for the accuracy and truthfulness of the disclosed information.
- To bear legal responsibility for the accuracy, truthfulness and completeness of the bond offering dossier.
- To redeem the Bonds prior to maturity in accordance with this Issuance Plan, the Specific Issuance Plan, the offering documents and applicable laws and regulations.

## **XXII. RESPONSIBILITIES AND OBLIGATIONS OF SERVICE PROVIDERS INVOLVED IN THE BOND ISSUANCE**

Depending on the needs of the bond issuance and applicable laws and regulations, service providers for the bond issuance may include the following entities:

### **1. Organization providing advisory services for bond offering documents**

- To perform responsibilities and obligations in accordance with the bond offering documentation consulting agreement and relevant documents entered into with the Issuer.
- Other responsibilities and obligations as prescribed by applicable laws and regulations.

### **2. Bond Issuance Agent**

- To perform responsibilities and obligations in accordance with the issuance agency agreement and relevant documents entered into with the Issuer.
- Other responsibilities as prescribed by applicable laws and regulations.

### **3. Secured Asset Management Agent**

- To perform responsibilities and obligations in accordance with the secured asset management agency agreement/mortgage agreement and relevant documents entered into with the Issuer.
- Other responsibilities as prescribed by applicable laws and regulations.

### **4. Bondholders' Representative (if any)**

- To perform rights and obligations in accordance with the bondholders' representation agreement entered into with the Issuer and applicable laws and regulations.
- Other responsibilities as prescribed by applicable laws and regulations.





*Ho Chi Minh City, December 25<sup>th</sup>, 2025*

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the shares offering plan to existing shareholders of Transimex Logistics Corporation*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;
- Pursuant to the Charter of Transimex Logistics Corporation,

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan for offering shares to existing shareholders of Transimex Logistics Corporation, with details as follows:**

**1. Approval of the shares offering plan to existing shareholders of Transimex Logistics Corporation, specifically as follows:**

1. Share name : Shares of Transimex Logistics Corporation
2. Type of shares : Ordinary shares
3. Par value : VND 10,000 per share
4. Charter capital prior to the offering : VND 92,078,420,000
5. Number of shares outstanding prior to the offering : 9,207,842 shares
6. Proposed number of shares to be offered : Up to **9,207,842** shares  
The number of shares offered to existing shareholders shall be determined based on the offering ratio applied to the number of shares outstanding of the Company and rounded down.
7. Total offering value at par value : Up to VND 92,078,420,000
8. Offering price : VND 11,000 per share
9. Expected number of shares after the offering : 18,415,684 shares
10. Expected charter capital after the offering : VND 184,156,840,000
11. Rights exercise ratio : 1:1 (On the record date for rights exercise, a shareholder owning 01 share shall be entitled to one 01 right, and 01 right entitles the holder to purchase 01 new share).
12. Offering method : Offering to existing shareholders through the exercise of subscription rights.
13. Target investors : Existing shareholders listed in the shareholder register as of the record date for exercising subscription rights to purchase the additionally offered shares.
14. Transfer of the right to subscribe : Existing shareholders whose names appear on the shareholder register as of the record date for exercising subscription rights shall be entitled to transfer their subscription rights to another party within the prescribed period, and such rights may only





- be transferred once.
15. Rounding principles and handling of fractional shares, odd lots : The number of additionally offered shares that a shareholder is entitled to purchase shall be rounded down to the nearest whole number.
16. Method for handling unsubscribed shares : Any shares not fully subscribed by existing shareholders (including shares arising from rounding, shares for which shareholders do not exercise their subscription rights, and shares not offered due to other reasons, if any) shall be offered by the BOD to other investors (including other existing shareholders) at an offering price not lower than the price offered to existing shareholders, or the offering may be terminated, as decided by the BOD.  
The GMS authorizes the BOD to establish criteria and select investors to purchase the unsubscribed shares.
17. Transfer restrictions : Shares additionally offered to existing shareholders shall not be subject to transfer restrictions.  
Any remaining shares not subscribed by existing shareholders and subsequently offered to other investors shall be subject to a transfer restriction of 01 year from the closing date of the offering, in accordance with regulations.
18. Minimum successful offering ratio : Not applicable.
19. Expected offering period : In 2026 or such other period as decided by the BOD and subject to approval by the State Securities Commission.
20. Plan for use of proceeds from the offering : The proceeds from the offering shall be used for one or more of the following purposes:  
1. Investment in the implementation of projects; and/or  
2. Investment in the Company's fixed assets; and/or  
3. Supplementation of capital for financial activities and payment of payables and/or borrowings (including principal, interest and other payable fees) to restructure the Company's capital sources.  
Plan to cover any shortfall in the expected capital to be raised from the offering in the event such proceeds are used for project implementation: the Company shall implement one or more solutions, either separately or concurrently, to arrange investment capital for the projects, specifically as follows:  
a. Increasing the proportion of debt financing for the investment projects;  
b. Raising additional capital through the issuance of plain (unsecured) bonds;  
c. Mobilizing other investment capital sources to participate in co-investing in the projects;  
d. Adjusting and extending the implementation schedule of the projects.
21. Registration, additional depository and additional : All shares issued under the offering shall be registered and additionally deposited with the Vietnam Securities



listing registration

Depository and Clearing Corporation, and additionally listed on the Hanoi Stock Exchange in accordance with applicable laws and regulations.

**2. Approval of the General Meeting of Shareholders' authorization to the Board of Directors to carry out the following matters:**

- 2.1 To implement the share offering and decide on and carry out the procedures for share allocation and distribution in accordance with the shares offering plan;
- 2.2 To decide in detail the contents of the shares offering plan and/or amend, supplement or modify the shares offering plan when necessary based on the Company's actual circumstances or at the request of competent authorities, in order to ensure the successful implementation of the offering and the lawful, compliant capital raising of the Company, while safeguarding the interests of the shareholders and the Company;
- 2.3 To decide on the number of shares to be offered based on the actual number of outstanding shares at the time of implementation of the shares offering plan;
- 2.4 To select an appropriate timing for the share offering after obtaining approval from the State Securities Commission;
- 2.5 To decide on the detailed plan for use of proceeds and proactively adjust the use of proceeds, the timing of disbursement and the purposes of capital utilization when necessary and appropriate to the Company's actual circumstances;
- 2.6 To carry out procedures for amending and supplementing the Company's Charter; and to implement the necessary legal procedures to change the charter capital as recorded in the Enterprise Registration Certificate after completion of the offering;
- 2.7 To carry out the necessary procedures for additional securities registration and depository with the Vietnam Securities Depository and Clearing Corporation and for additional listing registration with the Hanoi Stock Exchange in respect of the offered shares;
- 2.8 To decide on all other matters relating to the detailed implementation of the contents of the shares offering plan;
- 2.9 Within the scope of the above authorization, the BOD is authorized to further delegate such matters to the Chairman of the BOD or the Director to perform the foregoing tasks in accordance with applicable laws and regulations.

*Respectfully submit,*

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



**Bui Tuan Ngoc**



Ho Chi Minh City, December 25<sup>th</sup>, 2025

## **PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**

*Regarding the approval of the policy for implementation of the investment project of Transimex Logistics Corporation.*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Logistics Corporation ("Company"),

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the policy for implementation of the investment project of Transimex Logistics Corporation, with details as follows:**

1. Approval of the policy for implementation of the investment project of Transimex Logistics Corporation:
  - 1.1 **Project 1: TRANSIMEX PHU HOI WAREHOUSE**
    - a) Investor: Transimex Logistics Corporation
    - b) Project location: A portion of land lots BII-5-KCN and BII-7-KCN located in Phu Hoi Industrial Park, Duc Trong Commune, Lam Dong Province, Vietnam.
    - c) Project objectives:
      - Processing and preserving of fruit and vegetables (Industry code 1030).
      - Post-harvest service activities (Industry code 0163).
      - Warehousing and storage (Industry code 5210).
    - d) Total investment capital: 98,658,000,000 (*Ninety-eight billion, six hundred and fifty-eight million*) VND.
  - 1.2 **Project 2: TRANSIMEX LOC AN – BINH SON WAREHOUSE**
    - a) Investor: Transimex Logistics Corporation
    - b) Project location: A portion of Lot R located in Loc An – Binh Son Industrial Park, Long Thanh Commune, Dong Nai Province, Vietnam.
    - c) Project objectives: Warehousing and storage of goods (Industry code 5210).
    - d) Total investment capital: 179,314,000,000 (*One hundred seventy-nine billion, three hundred fourteen million*) VND.
2. The General Meeting of Shareholders authorizes the Board of Directors to implement in detail and decide on all matters relating to the implementation of the above-mentioned investment project(s) in accordance with the contents approved by the General Meeting of Shareholders. During the implementation and execution of the Project(s), the Board of Directors shall have full authority to decide on any adjustments to the approved contents and shall periodically report to the General Meeting of Shareholders at meetings in accordance with the progress of the Project(s).

*Respectfully submit,*

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



**Bui Tuan Ngoc**



Ho Chi Minh City, December 25<sup>th</sup>, 2025

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*Regarding the approval of changes to the business lines of Transimex Logistics Corporation*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020
- Pursuant to the Charter of Transimex Logistics Corporation ("Company"),

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of changes to the business lines of Transimex Logistics Corporation, with details as follows:

### 1. Approval of the supplementation of business lines of Transimex Logistics Corporation.

#### 1.1 List of business lines to be supplemented:

No.	Business line name	Business Code
1.	Processing and preservation of fruits, vegetables	1030
2.	Post-harvest service activities	0163
3.	Other remaining business support service activities not elsewhere classified Details: Irradiation, fumigation of agricultural, forestry, aquatic products, medical devices. Irradiation, preservation of industrial products and other consumer products.	8299

1.2 To approve the amendment of Clause 1, Article 4 regarding the business lines of the Company in the Company's Charter in accordance with the above-mentioned supplementation of business lines.

1.3 To approve that the General Meeting of Shareholders authorizes the Board of Directors, subject to actual business conditions and/or at the request of competent state authorities, to have the right to:

- (a) Register all and/or part of the business lines as stated in Section 1 of this Proposal and/or supplement detailed business lines at the four-digit level, provided that such detailed business lines are consistent with the four-digit business lines already approved by the General Meeting of Shareholders, comply with applicable laws, and are reported to the General Meeting of Shareholders at the nearest meeting.
- (b) Implement detailed procedures, including but not limited to the registration/notification of the supplementation of business lines with competent state authorities, in accordance with the contents approved by the General Meeting of Shareholders and in compliance with applicable laws.
- (c) Organize the amendment, revision, and issuance of the Company's Charter corresponding to the changes in business lines after such changes are implemented.

### 2. Approval of the amendment of certain business lines in the existing list of business lines of Transimex Logistics Corporation.

Before amendment		After amendment		Reason
Business Code	Business line name	Business Code	Business line name	
4520	Maintenance and Repair of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	9531	Repair, Maintenance of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	Amended in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on the promulgation of the Vietnamese Standard Industrial
4663	Wholesale of construction materials and other installation supplies (Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from	4673	Wholesale of construction materials and other installation supplies (Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from exercising	





Before amendment		After amendment		Reason
Business Code	Business line name	Business Code	Business line name	
	<i>exercising export, import, and distribution rights under applicable laws).</i>		<i>export, import, and distribution rights under applicable laws).</i>	Classification System.
3311	Repair of fabricated metal products.	3311	Repair, maintenance of fabricated metal products.	
3312	Repair of Machinery and Equipment. (Excluding mechanical processing, waste recycling, and electroplating at the company's premises).	3312	Repair, maintenance of machinery and equipment. (Excluding mechanical processing, waste recycling, and electroplating at the company's premises).	
6820	Real estate consultancy and brokerage and auctioning, land use right auctioning. Details: Real estate consultancy and brokerage. (Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).	6829	Other real estate activities on a fee or contract basis Details: Real estate consultancy and brokerage. (Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).	
3511	Electricity generation. (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	3512	Electricity generation from renewable energy sources. (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	
3512	Transmission and Distribution of Electricity. Details: Sale of electricity to end users (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	3513	Transmission and Distribution of Electricity. Details: Sale of electricity to end users (Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).	
7820	Temporary labor supply	7821	Temporary labor supply	



Before amendment		After amendment		Reason
Business Code	Business line name	Business Code	Business line name	
	Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)		Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)	
7830	Labor supply and workforce management Details: Provision and management of domestic labor resources. (CPC 872)	7822	Other human resource supply services Details: Provision and management of domestic labor resources. (CPC 872)	
4772	Retail sale of pharmaceuticals, medical devices, cosmetics and hygiene products in specialized stores. (Excluding the exercise of export rights, import rights and distribution rights in respect of other goods falling under the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights in accordance with applicable laws and regulations).	4772	Retail sale of pharmaceuticals, medical devices, cosmetics and hygiene products. (Excluding the exercise of export rights, import rights and distribution rights in respect of other goods falling under the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights and distribution rights in accordance with applicable laws and regulations).	

Respectfully submit,

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



Bui Tuan Ngoc





Ho Chi Minh City, December 25<sup>th</sup>, 2025

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*Regarding the approval of the amendment and supplementation of the Charter of Transimex Logistics Corporation*

**To: The General Meeting of Shareholders of Transimex Logistics Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of Transimex Logistics Corporation ("Company"),

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Charter of Transimex Logistics Corporation, with details as follows:

1. Approval of the amendment, supplementation of the Charter of Transimex Logistics Corporation:

Article	Current Content	Content after Amendment	Reason
Clause 3, Article 2	<p><b>Article 2. Name, legal form, head office, branches, representative offices, business locations, and duration of operation of the Company.</b></p> <p>3. Registered head office of the Company in accordance with the current Enterprise Registration Certificate:</p> <ul style="list-style-type: none"> <li>- Head office address: Floor 2 – Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Ward 15, Phu Nhuan District, Ho Chi Minh City, Vietnam.</li> <li>- Telephone: (028) 3729 73 73</li> <li>- Email: <a href="mailto:tmstrans.info@transimex.com.vn">tmstrans.info@transimex.com.vn</a></li> <li>- Website: <a href="http://www.transimextrans.com.vn">www.transimextrans.com.vn</a></li> </ul>	<p><b>Article 2. Name, legal form, head office, branches, representative offices, business locations, and duration of operation of the Company.</b></p> <p>3. Registered head office of the Company in accordance with the current Enterprise Registration Certificate:</p> <ul style="list-style-type: none"> <li>- Head office address: Floor 2 – Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam.</li> <li>- Telephone: (028) 3729 73 73</li> <li>- Email: <a href="mailto:tmstrans.info@transimex.com.vn">tmstrans.info@transimex.com.vn</a></li> <li>- Website: <a href="http://www.transimextrans.com.vn">www.transimextrans.com.vn</a></li> </ul>	Amended due to changes in administrative boundaries.
Clause 1, Article 4	<p><b>Article 4. Operational objectives of the Company</b></p> <p>1. The principal business lines of the Company are:</p> <p><i>Detailed contents are set out in the attached Appendix.</i></p>	<p><b>Article 4. Operational objectives of the Company</b></p> <p>1. The principal business lines of the Company are:</p> <p><i>Detailed contents are set out in the attached Appendix.</i></p>	Amended due to the addition of business lines and changes in applicable laws.

2. The General Meeting of Shareholders authorizes the Board of Directors and/or the Chairman of the Board of Directors with full authority to organize the amendment, adjustment, and issuance of the Company's Charter to ensure conformity with the approval of the dossier for changes to business lines by the competent State authority, and to report such matters to the General Meeting of Shareholders at the nearest meeting.

*Respectfully submit,*

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



**Bui Tuan Ngoc**



**APPENDIX: LIST OF AMENDED BUSINESS LINES**

*(Attached to the Proposal to the General Meeting of Shareholders dated 25<sup>th</sup> December 2025 of Transimex Logistics Corporation)*

No.	Current Content		Content after Amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
1.	4520	Maintenance and Repair of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	9531	Repair, Maintenance of Automobiles and Other Motor Vehicles (Excluding mechanical processing, waste recycling, and electroplating at the headquarters).	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
2.	4663	Wholesale of construction materials and other installation supplies <i>(Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from exercising export, import, and distribution rights under applicable laws).</i>	4673	Wholesale of construction materials and other installation supplies <i>(Excluding the right to export, import, and distribute goods listed in the category of goods for which foreign investors and foreign-invested economic organizations are restricted from exercising export, import, and distribution rights under applicable laws).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
3.	3311	Repair of Fabricated Metal Products	3311	Repair, maintenance of Fabricated Metal Products	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
4.	3312	Repair of Machinery and Equipment. (Excluding mechanical processing, waste recycling, and electroplating at the	3312	Repair, maintenance of machinery and equipment. (Excluding mechanical processing,	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese



No.	Current Content		Content after Amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
		company's premises).		waste recycling, and electroplating at the company's premises).	Standard Industrial Classification System
5.	6820	Real estate consultancy and brokerage and auctioning, land use right auctioning. Details: Real estate consultancy and brokerage. <i>(Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).</i>	6829	Other real estate activities on a fee or contract basis Details: Real estate consultancy and brokerage. <i>(Excluding legal consultancy, real estate auctions, and land use rights auctions. Business activities are subject to compliance with applicable business conditions).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
6.	3511	Electricity generation. <i>(Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>	3512	Electricity generation from renewable energy sources. <i>(Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
7.	3512	Transmission and Distribution of Electricity. Details: Sale of electricity to end users <i>(Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>	3513	Transmission and Distribution of Electricity. Details: Sale of electricity to end users <i>(Excluding transmission, national power system regulation, and distribution grid management, multipurpose hydropower, nuclear power; and goods and services classified as state-exclusive in the trade sector).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System



No.	Current Content		Content after Amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
8.	4772	Retail Sale of Pharmaceuticals, Medical Instruments, Cosmetics, and Sanitary Articles in Specialized Stores <i>(Excluding the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under applicable laws).</i>	4772	Retail Sale of Pharmaceuticals, Medical Instruments, Cosmetics, and Sanitary Articles in Specialized Stores <i>(Excluding the right to export, import, and distribute goods listed in the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under applicable laws).</i>	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
9.	7820	Temporary labor supply Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)	7821	Temporary labor supply Details: Provision of temporary labor services (excluding the provision and management of labor for overseas employment). (CPC 872)	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
10.	7830	Labor supply and workforce management Details: Provision and management of domestic labor resources. (CPC 872)	7730	Other human resource supply services Details: Provision and management of domestic labor resources. (CPC 872)	Updated in accordance with Decision No. 36/2025/QĐ-TTg dated 29 <sup>th</sup> September 2025 of the Prime Minister on promulgating the Vietnamese Standard Industrial Classification System
11.	-	-	1030	Processing and preservation of fruits, vegetables	Supplementation of business lines.
12.	-	-	0163	Post-harvest service activities	Supplementation of business lines
13.	-	-	8299	Other remaining business support service activities not elsewhere classified	Supplementation of business lines



No.	Current Content		Content after Amendment		Reason
	Business Code	Business line name	Business Code	Business line name	
				Details: Irradiation, fumigation of agricultural, forestry, aquatic products, medical devices. Irradiation, preservation of industrial products and other consumer products.	