



Hanoi, May 12, 2025

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REPORT
ON THE PLAN FOR PRIVATE PLACEMENT OF SHARES TO INCREASE
CHARTER CAPITAL

Dear : *General Meeting of Shareholders of HSV Vietnam Group Joint Stock Company*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;
- Pursuant to the Law on Securities 54/2019/QH14 dated 26/11/2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 promulgating the Decree detailing the implementation of a number of articles of the securities law;
- Pursuant to Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of contents on offering, issuance of securities, public tender offer, share repurchase, registration of public companies and cancellation of public company status
- Pursuant to the Charter of Organization and Operation of HSV Vietnam Group Joint Stock Company

The Board of Directors of HSV Vietnam Group Joint Stock Company would like to submit to the General Meeting of Shareholders for approval the plan to issue shares to increase charter capital in 2025 as follows:

Private placement of shares to increase charter capital:

- Stock Name : Shares of HSV Vietnam Group Joint Stock Company
- Number of shares offered (expected) : 15,000,000 Shares
- Total offering value at par value (expected) : 15VND 0,000,000,000
- Types of shares offered for sale : Common Stocks
- Par value of shares : 10,000 VND/share
- Issue price : 10,000 VND/share
- Release form : Private release
- Objects offered for sale : Selection criteria:
 - ✓ Being partners and investors with sufficient financial capacity;
 - ✓ Investors who wish to contribute capital to the Company;

- ✓ Prioritize investors who are committed to accompanying the Company for a long time, and are able to support the Company in management, engineering, improving the Company's competitiveness and brand in the market.

Object of offering: The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of investors to offer shares, the number of shares offered to each investor in this private placement on the basis of ensuring maximum benefits for the Company's shareholders.

- Number of investors offering : Less than 50 investors, excluding professional securities investors;
- Transfer of share options : Strategic investors who are allocated the right to buy in this case may not transfer the right to buy to other subjects
- Transfer restrictions : Shares offered individually to investors will be restricted from transferring 100% of the number of shares purchased within 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering
- Plan to handle the number of shares that are not fully distributed : In case the issued shares are not fully purchased by investors, the General Meeting of Shareholders authorizes the Board of Directors to distribute them to other subjects. The offering price for these subjects shall not be lower than the price offered to investors
- Register to buy shares : Investors who meet the criteria of Investors approved by the General Meeting of Shareholders or the Board of Directors (if the General Meeting of Shareholders authorizes the Board of Directors to choose) shall register to buy shares and pay money at the Company according to the notice
- Distribution period : The private placement of shares will be conducted within 90 days from the date the Authority approves the private placement
- Implementation time : Expected in 2025
- Handling plan in case the offering does not collect the minimum amount as expected : The company does not set a minimum successful offering rate. In case of the end of the offering period as prescribed, the Company does not offer all the shares as registered, the proceeds from the issuance are not enough as expected, depending on the actual situation, the General Meeting of Shareholders authorizes the Board of Directors to implement the following solutions:
 - Apply for an extension of the offering to continue offering the remaining shares;
 - Adjust the plan to use capital in accordance with the actual business situation
 - Replenish the missing capital through bank loans under credit contracts and/or the issuance of corporate bonds.

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- Capital use plan

Developing new activities such as ship business and repayment of bank loans

Details of capital use and priority order are as follows:

STT	Purpose	Estimated amount (VND)
1	Building 2 new fleets of inland waterways	67.200.000.000
2	Acquisition of 2 convoys of inland waterway vehicles (used)	50.000.000.000
3	Supplementing working capital, repaying bank loans	32.800.000.000
Sum		150.000.000.000

The General Meeting of Shareholders authorizes the Board of Directors to select and decide on the use of capital according to option 1 or option 2, can change the investment amount for each purpose to be in line with the reality of issuance, ensuring maximum benefits for the Company's shareholders.

❖ **Approve the amendment of the Charter for the additional capital after the issuance:** The General Meeting of Shareholders approves the amendments related to the charter capital, the number of shares in the Charter of the organization and operation of the Company, in accordance with the actual changes after the issuance, and the provisions of law. The Board of Directors respectfully proposes the General Meeting of Shareholders to authorize the Board of Directors to amend the provisions related to charter capital, the number of shares in the Charter of organization and operation of the Company after completing the issuance of shares according to the actual results of the issuance. Authorize the Board of Directors and the legal representative to decide on matters related to the amendment of the charter in accordance with the provisions of law.

❖ **Carrying out procedures for changing business registration contents:** The General Meeting of Shareholders approves the change of the Company's business registration contents, related to the actual changes brought about by the issuances. The Board of Directors respectfully proposes the General Meeting of Shareholders to approve the authorization of the Board of Directors and the Legal Representative to perform tasks related to the change of charter capital in business registration, according to the actual results of the issuance, with competent state agencies.

❖ **Approval of the authorization of the Board of Directors:** The Board of Directors respectfully proposes the General Meeting of Shareholders to approve the authorization of the Board of Directors to implement the issuance plan, including but not limited to the following tasks:

- Choose an appropriate time to finalize the date of exercise of rights and the time to implement the issuance;
- Complete and detail the stock issuance plan and amend and supplement the issuance plan when necessary or at the request of the competent authority or securities market conditions to ensure the successful issuance;
- Decide on the issue price, criteria for selecting new investors, decide on the list and number of other investors to offer shares, volume of shares to be offered to each investor in this private placement on the basis of ensuring maximum benefits

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for the Company's shareholders in case of the above-mentioned strategic investors change the decision and refuse to participate in the purchase of shares during the implementation of the issuance;

- To supplement, modify or change the plan on the use of capital and decide on the detailed plan for the use of capital so that the proceeds from the issuance are used in the most effective way;
- Signing relevant contracts;
- Perform tasks and procedures related to the issuance of shares in accordance with the company's Charter and the provisions of law.
- Conducting additional transactions of shares and depositing additional shares of all newly issued shares.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval.

**TM. BOARD
PRESIDENT**

NGUYEN THI QUYEN

