

Ho Chi Minh City, April, 2025

No:/VTDK-HĐQT

DRAFT

PROPOSAL

Re: Approval of the plan to increase charter capital from VND 3,560 billion to VND 4,699 billion through stock dividend issuance

To: The General Meeting of Shareholders
PetroVietnam Transportation Corporation (PVTrans)

On 11st April 2023, the Annual General Meeting of Shareholders (AGM) approved the plan to increase charter capital from VND 3,560 billion to VND 3,916 billion through stock dividend issuance. The source of dividend was undistributed profit after tax in 2022, in accordance with Resolution No. 01/NQ-VTDK-ĐHĐCĐ2023. This process has not yet been completed due to finalized procedures with the relevant authorities.

Based on the business performance results in 2024 and the requirements of operations and investment capital in 2025 and the following years, continued implementation of the stock dividend in 2022, in combination with stock dividend from the undistributed profit after tax of 2023 and 2024, the Board of Directors (BOD) respectfully submitted to the General Meeting of Shareholders " *The plan to increase charter capital from VND 3,560 billion to VND 4,699 billion through stock dividend issuance*" for consideration and approval. The details of the plan were presented in the attached appendix. This plan replaced the charter capital increase plan approved by the General Meeting of Shareholders under Resolution No. 01/NQ-VTDK-ĐHĐCĐ2023 dated on 11st April 2023.

Respectfully submitted./.

**On behalf of the Board of Directors
Chairman**

Phạm Việt Anh

PLAN TO INCREASE CHARTER CAPITAL FROM VND 3,560 BILLION TO VND 4,699 BILLION THROUGH STOCK DIVIDEND ISSUANCE OF PVTRANS

1. Legal basis

The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 17/6/2020;

The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;

Decree No. 155/2020/NĐ-CP, dated 31/12/2020, issued by the Government, detailing the implementation of certain provisions of the Law on Securities 2019;

The Charter of PetroVietnam Transportation Corporation;

The business performance results of PetroVietnam Transportation Corporation in 2024.

2. Overview of PVTrans' Business Operations in 2024

In 2024, PVTrans proactively implemented flexible business strategies, capitalized on market opportunities, and navigated challenges to ensure safe and efficient operations. Under the direction of the BOD and with the dedicated efforts of all employees and crew members, PVTrans successfully exceeded the targets approved by the General Meeting of Shareholders (GMS) in 2024, as follows:

➤ Consolidation:

Unit: Billion VND

No.	Items	Year 2024		Ratio % Actual/Plan 2024
		Plan	Actual	
1	Total Revenue	8,800.0	12,302.5	140%
2	Profit before Tax	950.0	1,868.4	197%
3	Profit after Tax	760.0	1,469.6	193%
4	Remittance to State Budget	354.0	645.1	182%

The consolidated revenue in 2024 reached VND 12,302.5 billion, equivalent to 140% of the plan. Profit before tax reached VND 1,868,4 billion, equivalent to 197% of the plan. Profit after tax reached VND 1,469.6 billion, equivalent to 193% of the plan. Remittance to State Budget reached VND 645,1 billion, equivalent to 182% of the plan.

➤ Parent company:

Unit: Billion VND

No.	Items	Year 2024		Ratio % Actual/Plan 2024
		Plan	Actual	
1	Total Revenue	2,800.0	3,666.2	131%
2	Profit before Tax	560.0	760.2	136%
3	Profit after Tax	458.0	626.2	137%
4	Remittance to State Budget	211.0	269.7	128%

The revenue of Parent company in 2024 reached VND 3,666 billion, equivalent to 131% of the plan. Profit before tax reached VND 760 billion, equivalent to 136% of the plan. Profit after tax reached VND 626 billion, equivalent to 137% of the plan. Remittance to State Budget reached VND 270 billion, equivalent to 128% of the plan.

To ensure sufficient capital for business operations and investments in 2025 and the following years, the BOD of PVTrans submitted to the GMS the plan to increase charter capital from VND 3,560 billion to VND 4,699 billion through stock dividend issuance.

3. Conditions for the issuance of shares as dividend:

Pursuant to Article 60 of Decree No. 155/2020/NĐ-CP, dated 31/12/2020, detailing the implementation of certain provisions of the Law on Securities, the conditions for issuing shares as stock dividends are as follows:

“Article 60. Conditions for a Public Company to Issue Shares as Stock Dividends

A stock dividend issuance plan must be approved by the General Meeting of Shareholders (GMS).

There must be sufficient undistributed profit after tax, based on the latest audited financial statements prepared by an approved audit firm, to cover the stock dividend distribution. If the issuing public company is a parent company, the distributable profit must not exceed the undistributed after-tax profit recorded in the latest audited consolidated financial statements. In cases where the distributable profit is lower than the undistributed after-tax profit in the consolidated financial statements but higher than that in the separate financial statements of the parent company, the company may only proceed with distribution after transferring profits from its subsidiaries to the parent company.

A plan for handling fractional shares (if any) must be approved by the GMS or the Board of Directors (BOD)... ”

The undistributed profit after tax on the separated financial statement was VND 1,348 billion. This amount was sufficient for issuing shares as dividend to increase PVTrans's charter capital from VND 3,560 billion to VND 4,699 billion. According to legal perspectives, PVTrans fulfilled all the necessary conditions for the charter capital increase after approval of GMS.

4. Plan for stock dividend issuance

The plan for issuing shares to increase PVTrans' charter capital from VND 3,560 billion to VND 4,699 billion was as follows:

- Types of shares issued: Common Shares.
- Par value per share: VND 10,000 /share.
- Issuance method: Issuance of shares as stock dividend.
- Eligible shareholders: Existing shareholders of PVTrans listed in the shareholder registry at the record date.
- Record date for shareholder entitlement: To be determined at an appropriate time, based on market conditions, PVTrans' operations, and compliance with applicable regulations.
- Charter capital before issuance: VND 3,560,126,380,000.
- Issuance ratio: 32% of charter capital, which means 100:32 (every 100 shares owned, shareholders will receive 32 additional shares).
- Estimated number of shares to be issued: 113,924,043 shares.

- Estimated value of shares to be issued (at par value): VND 1,139,240,430,000.
- Expected issuance timeline: 2025.
- Funding source: From the accumulated undistributed PAT of 2024, as detailed below:

No.	Content	Value (VND)
1	Accumulated Undistributed PAT as of 31/12/2024, including:	1,348, 683,379,656
-	<i>Accumuated undistributed PAT as of 31/12/2023</i>	<i>722,509,214,977</i>
-	<i>Undistributed PAT in 2024</i>	<i>626,174,164,679</i>
2	Capital increase amount	1,139,240,430,000
3	Remaining undistributed PAT after the capital increase (3) = (1) - (2)	206,442,949,656

- Rounding and handling of fractional shares: The additional shares issued for the capital increase will be rounded down to the nearest whole number, and any fractional shares will be canceled.

- Purpose of issuance: To supplement capital for PVTrans' business operations and investment development plan.

5. Proposal:

The plan for issuing shares as dividend as presented above was aligned with PVTrans' business operations, development strategy, and current legal regulations. For implementation, the BOD respectfully submitted this plan to the GMS for consideration and approval:

- The plan to increase charter capital from VND 3,560 billion to VND 4,699 billion through stock dividend issuance as above.
- Assign/Authorize the BOD to implement the following actions:
 - + Prepare and justify the application for stock dividend issuance to the State Securities Commission and other relevant authorities;
 - + Adjust the issuance plan and related documents as required by the State Securities Commission and other relevant authorities, ensuring compliance with regulations of the Law and PVTrans's charters;
 - + Determine the appropriate timing for capital increase implementation and finalize the shareholder record date for stock dividend entitlement.
 - + Complete procedures for additional securities registration with the Vietnam Securities Depository and Clearing Corporation (VSDC) and update the listing registration at the Ho Chi Minh Stock Exchange (HOSE) for all newly issued shares in accordance with the approved plan;
 - + Complete the amendment and supplementation of PVTrans' charter related to the adjustment of charter capital from the issuance and update the business registration certificate accordingly;
 - + Complete the required legal procedures in accordance with the Law and resolve any arising matters to finalize the stock dividend issuance process.