

## **PROPOSAL**

### **Collecting shareholder's written opinion regarding approval of share issuance plan under the Company's employee stock ownership program**

#### **Attention: THE GENERAL MEETING OF SHAREHOLDERS OF HAI AN TRANSPORT AND STEVEDORING JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 ratified by the 14th National Assembly of the Socialist Republic of Vietnam dated 17 June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam dated 26 November 2019, effective from 01 January 2021;
- Pursuant to Decree No. 155/2020/ND-CP of the Prime Minister dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter on organization and operation of Hai An Transport and Stevedoring JSC

The Board of Directors ("BOD") of Hai An Transport and Stevedoring JSC ("the Company") hereby submit the General Meeting of Shareholders for consideration and approval of following issues:

#### **I. The plan to issue shares under the Company's employee stock ownership program (ESOP)**

- Purpose : To issue shares under the employee stock ownership program of the Company and its subsidiaries, affiliates in order to recognize the contribution to the development of the Company and its subsidiaries, affiliates during the past 10 years.
- Stock name : Share of Hai An Transport and Stevedoring JSC
- Type of share : Common share
- Face value : 10,000 VND per share
- Total quantity of estimated shares : Maximum 2,369,640 shares (5% of outstanding



issued	shares of the Company)
Total value of issuance (according to face value)	: 23,696,400,000 VND
Plan on using the proceeds from the issuance	: The proceeds from the issuance will be used to serve business demands and supplement working capital of the Company.
Form of issuance	: Offering shares directly to the Board of Directors and employees of Hai An Transport and Stevedoring JSC and its subsidiaries, affiliates
Subject of issuance	: Employees of Hai An Transport and Stevedoring JSC and its subsidiaries, affiliates according to the list approved by the Board of Directors. The General Meeting of Shareholders authorizes the Board of Directors to decide and issue the regulations, criteria and list of employees who can buy ESOP shares.
Offer price	: 15.000 VND (Fifteen thousand dong) per share
Pricing method	: Fixed selling prices is 15,000 VND per share, equivalent to 61.6% of the book value (as of 30 June 2021 is 24,356 VND per share)
Plan to handle unsold shares	: After deadline for registration and payment of share purchase, if employees do not purchase all the shares offered for sale, the BOD decides to continue distributing them to other subjects under appropriate conditions and manner at the price not lower than 15,000 VND per share and in compliance with the provisions of Law.
Transfer restriction	: Subjected to decision of the BOD or Chairman of BOD (while authorized by the BOD), it may be limited to a period of 2 years from the time of completion of the offering with details as follows: <ul style="list-style-type: none"> <li>- After 12 months from the time of completion of the offering: the first 50% can be transferred.</li> <li>- After 24 months from the time of completion of the offering: the remaining 50% can be transferred.</li> </ul>
Payment method	: To transfer to the Company's bank account
Execution time	: In the year of 2021, immediately after approved by the General Meeting of Shareholders and competent authorities



**II. To authorize the BOD to decide all issues related to the ESOP 2021, has include but**

**not limited to:**

- To decide issuance time, to amend the issuance plan (if necessary) and implement the tasks in accordance to law in order to complete the issuance of shares under the ESOP 2021;
- To decide criteria, list and issue ESOP 2021 regulation; to decide the distribution of unsold shares;
- To decide the detailed plan to use the proceeds from the issuance under the ESOP 2021;
- To implement the necessary procedures in order to register to issue shares under the ESOP with State Securities Commission of Vietnam (“SSC”), to supplement or amend the plan as required by SSC or for the purpose of complying with relevant provisions of law (if necessary);
- To implement the necessary procedures for additional depository of shares issued under ESOP at Vietnam Securities Depository (“VSD”);
- To implement the necessary procedures for additionally listed on Ho Chi Minh City Securities Exchange (“HOSE”);
- To amend the Company’s Charter regarding the Charter capital and to implement the procedures in order to increase the Charter capital with Hanoi Authority for Planning and Investment after the end of the issuance of shares under the ESOP;
- To decide reacquisition and usage of shares of resigned employees under the ESOP;
- To implement other related tasks in order to complete the ESOP;
- The BOD enable to authorize General Director to be in charge of one or some of the above mentioned tasks.

For the General Meeting of Shareholders’ consideration and approval.

Best regards!

**Recipients:**

- The Company’s shareholders;
- Office file (for archiving).

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



**VU NGOC SON**