



# VIETNAM CONTAINER SHIPPING CORPORATION

Enterprise code: 02000453688 | Add: 11 Vo Thi Sau Str., Ngo Quyen Dist., Hai Phong, Vietnam  
Tel: (84) 225 3836705 | Fax: (84) 225 3836104 | Email: info@viconship.com | Website:  
www.viconship.com

## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (1)

(Ref: On approval of audited Financial Statement 2020)

### Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021

- Pursuant to Law on Enterprise No.59/2020/QH14 dated 17/06/2020;
- Pursuant to the Charter of Vietnam Container Shipping Corporation;
- Pursuant to Audited Financial Statement 2020 of the Company;

The Board of Directors of Vietnam Container Shipping Corporation would like to report and submit to the General Meeting of Shareholders for approval on the 2020 financial statements of Vietnam Container Shipping Corporation, audited by KPMG Limited Company. “The financial statements have honestly and reasonably reflected, in all important aspects, the financial situation of Vietnam Container Shipping Corporation as of December 31<sup>st</sup>, 2020, business results and cash flows for year ended the same day, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and other legal requirements relating to the preparation and presentation of financial statements” (Extracted from the conclusion of Audit report).

The 2020 financial statement of the Company is disclosed in accordance with the regulations and also posted on the Company’s website ([www.viconship.com](http://www.viconship.com)) . Some financial items for 2020 are as follows:

Đơn vị: Đồng Việt Nam

Seq	Items	Separate Report Data (Mother Company)	Consolidated Report Data
1	Total assets	1.346.250.182.933	2.458.144.481.968
2	Equity	1.269.403.481.553	2.170.698.212.734
	<i>In which: Share Capital</i>	551.227.980.000	551.227.980.000
3	Revenue from providing service	117.419.259.674	1.688.865.060.005
4	Revenue from financial activity	86.474.363.929	10.824.710.455
5	Profit before enterprise income tax	87.479.619.634	335.885.753.359
6	Profit after enterprise income tax	85.378.566.388	296.404.440.349
7	Profit after shareholders’ tax of mother company		239.706.451.474
8	Basic earnings per share		3.913

Respectfully submit for approval of General Meeting of Shareholders./.

Hai Phong, March 2021

**ON BEHALF OF BOARD OF DIRECTORS**



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## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (2)

*(Ref: Dividend payment in 2020 and expected dividend rate in 2021)*

### Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021

- Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to the Resolution No.01/2020/NQ-DHDCD dated 19/06/2020 at General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to Audited Financial Statement 2020 of the Company;
- Pursuant to Business Plan 2021 of the Company;

#### 1. Divident rate in 2020:

Based on business results in 2020, the Board of Directors submits to General Meeting of Shareholders for approval on the dividend rate of 2020 as follows:

Cash dividend: 20% of Charter Capital:

+ 1<sup>st</sup> Payment (November 2020): 15%, equivalent to 82.684.197.000 VND

+ 2<sup>nd</sup> Payment (expected in 2<sup>nd</sup> quarter of 2021): 5%, equivalent to 27.561.399.000 VND.

#### 2. Expected dividend rate in 2021:

Based on the business plan for 2021, the Board of Directors proposes the dividend rate for 2021 to be: 20% of the current charter capital (Current charter capital: 551,227,980,000 VND).

Respectfully submit for approval of General Meeting of Shareholders./.

Hai Phong, March 2021

**ON BEHALF OF BOARD OF DIRECTORS**



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## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (3)**

*(Ref: Remuneration and bonus for the Board of Directors, Inspection Committee in 2020; Appropriation to the Bonus and welfare fund in 2020; Salary for the full-time Chairman and Head of Inspection Committee in 2021)*

### **Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021**

- Pursuant to the Charter of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to the Resolution No.01/2020/NQ-DHDCD issued on 19/06/2020 at General Meeting of Shareholders of Vietnam Container Shipping Joint Stock Corporation;
- Pursuant to Audited Financial Statement 2020 of the Company;

### **1. Remuneration, bones for BOD and the Inspection Committee in 2020:**

In 2020, the Board of Directors and Inspection Committee did not receive remuneration.

In recognition of the contribution of the Board of Directors and Inspection Committee in performing the duties in the management and monitoring of the Company's activities in 2020, the Board of Directors suggests General Meeting of Shareholders for approval of the reward for Board of Directors and Inspection Committee in accordance to the business results in 2020 as follows:

Total profit after tax : 239.706.451.474 VND

Propose to extract 1% of the profit after tax (2,3 billion VND) to reward Board of Directors and

### **2. Appropriation to the bonus and welfare fund in 2020:**

Based on the business results in 2020, the Board of Directors proposed to extract the bonus and welfare fund in 2020 for the group with 23 billion VND.

Respectfully submit for approval of General Meeting of Shareholders./.

Hai Phong, March 2021

**ON BEHALF OF BOARD OF DIRECTORS**



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## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (4)**

*(Sub: Approving the issuance of additional shares to existing shareholders to increase the company's charter capital)*

### **To: GENERAL MEETING OF SHAREHOLDERS IN 2021**

- Pursuant to the Law on Enterprises No.59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Vietnam Container Shipping Joint stock Corporation;
- Based on the current situation and the need to invest in expanding business activities of the Company;

The BOD of Vietnam Container Shipping Joint stock Corporation would like to propose General Meeting of Shareholders for consideration and approval of the issuance of additional shares for existing shareholders at the rate of 1:1, issue price: VND 10,000 đ/share to increase the company's charter capital from VND 551,227,980,000 up to VND 1,102,455,960,000.

To approve the full text of the issuance plan attached to this Proposal, with main contents as follows:

- Expected number of additional shares to be issued: 55,122,798 shares.
- Type of stock: Ordinary share.
- Par value issued: VND 10,000/share
- Subject to issue: Existing shareholders according to the list of shareholders at the last registration date are eligible to buy shares.
- Issue price: VND 10,000/share
- Rate: 1: 1 (shareholders own 01 share, equivalent to 01 right, 01 right to buy 01 new share).
- Expected exercise time: Expected in 2021, after the issuance is approved by the State Securities Commission.

Respectfully submit to General meeting of shareholder for approval./.

Haiphong, March , 2021

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

**NGUYEN VIET HOA**



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## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (5)

*(sub: Amend and supplement of Charter of the Company)*

### Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17, 2020 (Law on Enterprise);
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 (Law on Securities);
- Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities (Decree 155/2020/ND-CP);
- Pursuant to Circular No.116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding some articles on Corporate governance applicable to public companies in Decree No.155/2020/ND-CP dated 31/12/2020 by the Government,

The Board Directors of Vietnam Container Shipping Joint Stock Corporation submits to the General Meeting of Shareholders for consideration and approval of the amendment of the Charter in the form issued together with the Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance to ensure compliance In accordance with the provisions of the Enterprise Law, Securities Law, Decree No. 155/2020/ND-CP dated December 31, 2020 details as follows:

1. **Amend and supplement the Introduction** to comply with Law on Enterprise and Law on Securities, Decree 155/2020/ND-CP.
2. **Amend and supplement Article 1:** Replacing the definition of “Law on Enterprise ” và “Law on Securities” to comply with Law on Enterprise 2020 và Law on Securities 2019;
3. **Amend and supplement Article 6:** Replace "permanent residence address" into "contact address", "ID number / passport number or other legal personal identification number" of individuals or "number the organization's establishment decision or business registration number "becomes the" number of legal papers "; Eliminate "summary of share transfer procedure" from the required content on the stock to be consistent with Article 121 of the Law on Enterprises.
4. **Amend and supplement Article 11:** To comply with Article 115 Law on Enterprise .
5. **Amend and supplement Article 12:** To comply with Article 119 Law on Enterprise .
6. **Amend and supplement Article 13:** To comply with Article 139 Law on Enterprise and current situation of the Company.
7. **Amend and supplement Article 14:** To comply with Article 138 Law on Enterprise .
8. **Amend and supplement Article 17:** To comply with Article 140 Law on Enterprise .
9. **Amend and supplement Article 18:** To comply with Article 145 Law on Enterprise ;



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10. **Amend and supplement Article 19:** To comply with Article 146 Law on Enterprise ;
11. **Amend and supplement Article 20:** To comply with Article 139 Law on Enterprise and with current situation of the Company.
12. **Amend and supplement Article 22:** To comply with Article 150 Law on Enterprise ;
13. **Amend and supplement Article 24:** To comply with Article 153, Article 154 Law on Enterprise and with current situation of the Company.
14. **Amend and supplement Article 25:** To comply with Article 153 Law on Enterprise and with current situation of the Company.
15. **Amend and supplement Article 26:** To comply with Article 156 Law on Enterprise ;
16. **Amend and supplement Article 27:** To comply with Article 158 Law on Enterprise ;
17. **Amend and supplement Article 28:** To comply with Article 281 Nghị định 155/2020;
18. **Amend and supplement Article 33:** To comply with Article 168, Article 169 Law on Enterprise ;
19. **Amend and supplement Article 34:** To comply with Article 168, Article 169 Law on Enterprise and with current situation of the Company.
20. **Amend and supplement Article 49:** To comply with Article 43 Law on Enterprise .
21. Some other detailed adjustments to sentence structure, used words, abbreviated terms and some references in the Charter to ensure the consistency of the form and content of the Charter (but not to change content of terms, terms).

*Respectfully submitted./.*

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

**NGUYEN VIET HOA**



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## PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (6)

*(sub: Amend and supplement of the Internal regulations on Corporate Governance)*

### To: GENERAL MEETING OF SHAREHOLDERS YEAR 2021

- Pursuant to the Law on Enterprises No.59/2020/QH14 dated June 17, 2020, (“Law on Enterprises”);
- Pursuant to the Law on Securities No.54/2019/QH14 dated November 26, 2019, (“Law on Securities”);
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities (“Decree 155/2020/ND-CP”);
- Pursuant to the Circular No.116/2020/T-BTC dated December 31, 2020 guidelines for implementation of some articles on administration of public companies in the government's decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the Law on securities, (“Circular 116/2020/TT-BTC”);
- Pursuant to the Charter of Vietnam Container Shipping Corporation, (“Charter”);

The BOD of Vietnam Container Shipping Corporation would like to propose General Meeting of Shareholders for consideration and approval of the following amendment to some contents of the internal regulations on company administration according to model internal regulations on company administration promulgated in Circular 116/2020/TT-BTC to ensure compliance with the Law on Enterprises, Law on Securities and Decree 155/2020/ND-CP.

Amendments are as follows:

1. **To amend Article 1:** to comply with the Law on Enterprises, Law on Securities, Decree 155/2020/ND-CP and Circular 116/2020/TT-BTC.
2. **To amend Article 2:** change the applicable documents to match the current legal documents.
3. **To amend Article 5:** to comply with Article 143 Law on Enterprises.
4. **To amend Article 10:** to comply with Article 23 Charter.
5. **To amend Article 11:** to comply with Article 150 Law on Enterprises.
6. **To amend Article 13:** to comply with Article 149 Law on Enterprises and Article 20 Charter.
7. **To supply Article 14:** to comply with Article 144 Law on Enterprises.
8. **To amend Article 16:** to comply with Article 115 Law on Enterprises and Article 24 Charter.
9. **To amend Article 18:** to comply with Article 24 Charter.
10. **To amend Article 27:** to comply with Article 169 Law on Enterprises and Article 33 Charter.
11. **To amend Article 28:** to comply with Article 115 Law on Enterprises and Article 33 Charter.
12. **To amend Article 30:** to comply with Article 33 Charter.
13. **To amend Article 32:** to comply with the Charter.
14. **To amend Article 42:** to comply with Article 28 Charter.
15. Some other detailed adjustments to sentence structure, words, abbreviations and some references in the Regulation to ensure the uniformity of the form and content of the Regulation



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(but does not change content of terms, articles). This amendment is assigned to the Legal Representative of the Company to review and implement.

The details of amendment and supplement are in the attached file of this Proposal.  
Respectfully submitted./.

Haiphong, March , 2021

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

**NGUYEN VIET HOA**





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## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (7)**

*(Ref: Issue Regulations on operation of the Board of Directors)*

### **Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021**

- Pursuant to Law on Enterprise No.59/2020/QH14 dated 17/06/2020;
- Pursuant to Law on Securities No.54/2019/QH14 dated 26/11/2019;
- Pursuant to Decree No.155/2020/ND-CP dated 31/12/2020 of the Government of the Socialist Republic of Vietnam detailing the implementation of specific articles in Law of Securities;
- Pursuant to Circular No.116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding some articles on Corporate governance applicable to public companies in Decree No.155/2020/ND-CP dated 31/12/2020 by the Government;
- Pursuant to the Charter of Vietnam Container Shipping Corporation;

The Board of Directors of Vietnam Container Shipping Corporation submits to General Meeting of Shareholders for consideration and approval issuance of Regulations on operation of the Board of Directors in the following forms issued along with the Circular No.116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance to ensure compliance with the provisions of the Corporate Law, Law on Securities and Decree No.155/2020/ND-CP dated 31/12/2020 of the Government.

*(Attached are the detail draft).*

Respectfully submit for approval of General Meeting of Shareholders./.

Hai Phong, March 2021

**ON BEHALF OF BOARD OF DIRECTORS**



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## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (8)**

*(Ref: Issue the Regulations on operation of the Inspection Committee)*

### **Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021**

- Pursuant to Law on Enterprise No.59/2020/QH14 dated 17/06/2020;
- Pursuant to Law on Securities No.54/2019/QH14 dated 26/11/2019;
- Pursuant to Decree No.155/2020/ND-CP dated 31/12/2020 of the Government of the Socialist Republic of Vietnam detailing the implementation of specific articles in Law of Securities;
- Pursuant to Circular No.116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding some articles on Corporate governance applicable to public companies in Decree No.155/2020/ND-CP dated 31/12/2020 by the Government;
- Pursuant to the Charter of Vietnam Container Shipping Corporation;

The Inspection Committee of Vietnam Container Shipping Corporation submits to General Meeting of Shareholders for consideration and approval the Regulations on operation of Inspection Committee in the form issued along with Circular No.116/2020/TT-BTC dated 31/12/2020 of Ministry of Finance to ensure the compliance with the provisions of the Law on Enterprise, Law on Securities and Decree No.155/2020/ND-CP dated 31/12/2020 of the Government.

*(Attached are the revised details)*

Respectfully submit for approval of General Meeting of Shareholders./.

**ON BEHALF OF  
INSPECTION COMMITTEE**



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## **PROPOSAL TO GENERAL MEETING OF SHAREHOLDERS (9)**

*(Ref: Selecting independent auditing company to audit financial statements for 2021)*

### **Respectfully addressed to: GENERAL MEETING OF SHAREHOLDERS 2021**

- Pursuant to Law on Enterprise No.59/2020/QH14 dated 17/06/2020;
- Pursuant to Law on Securities No.54/2019/QH14 dated 26/11/2019;
- Pursuant to the list of independent auditing companies approved by the Ministry of Finance and the State Securities Commission for auditing listed companies in 2021);

In order to be active on selecting auditor for the financial statements of Vietnam Container Shipping Corporation, Inspection Committee proposes to the General Meeting of Shareholders:

1/ List of 4 leading auditing companies providing financial auditing services:

- Vietnam Ernst & Young Limited company.
- KPMG Vietnam Limited company.
- PwC Vietnam Limited company.
- Deloitte Vietnam Limited company.

2/ The Inspection Committee proposes the General Meeting of Shareholders to authorize the Board of Directors of Vietnam Container Shipping Corporation to be based on quality of service and auditing fee, to select one of the mentioned above companies to audit the financial statements of the Company for year 2021.

Respectfully submit./.

**ON BEHALF OF  
INSPECTION COMMITTEE**



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