

**PROPOSAL OF WRITTEN REQUEST FOR SHAREHOLDERS' OPINIONS**  
*(Regarding the approval of private placement of shares to professional securities investors)*

**To: SHAREHOLDERS OF VIETJET AVIATION JOINT STOCK COMPANY**

*Base*

- *Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and related documents;*
- *Securities Law No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of Articles of the Law on Securities;*
- *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;*
- *Resolution of the 2024 Annual General Meeting of Shareholders No. 01-24/VJC-DHĐCD-NQ dated 26/04/2024 of Vietjet Aviation Joint Stock Company;*
- *Charter of Organization and Operation of Vietjet Aviation Joint Stock Company;*
- *Power of Attorney No. 68-24/VJC-HĐQT-UQ.*

Based on the operation of Vietjet Aviation Joint Stock Company (the "**Company**"), the Board of Directors ("**BOD**") respectfully submits to the General Meeting of Shareholders ("**AGM**") for consideration and decision to approve the plan for private placement of shares of the Company to professional securities investors with the following details:

**I. PRIVATE PLACEMENT PLAN**

The Board of Directors has developed the Private Placement Plan and the Plan to use the proceeds from the private placement of shares as attached to this Proposal (hereinafter referred to as the "Offering Plan"), and submitted to the General Meeting of Shareholders for approval the full text of the attached Offering Plan.

The offering plan is posted on the Company's website at the address: <https://vietjetair.com>.

**II. LIST OF PROFESSIONAL SECURITIES INVESTORS (TENTATIVE)  
PARTICIPATING IN THE OFFERING**

On the basis of satisfying the criteria for selecting investors for the private placement as stated in the Offering Plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the list of domestic professional securities investors expected to participate in the private placement as follows:

STT	Investors	ID/ Business registration	Number of Shares
			(expected to buy)
1	Dynamic & Development Investment Joint Stock Company	0316777466	25,000,000
2	Aviation Joint Stock Company	0109402317	25,000,000

### **III. INCREASE OF CHARTER CAPITAL AND AMENDMENT OF THE COMPANY'S CHARTER CAPITAL ON THE BASIS OF THE ACTUAL ISSUANCE RESULTS**

After the end of the offering, all newly issued shares will be recorded as an increase in charter capital, amendments to the Charter of the Company related to charter capital in accordance with current regulations.

### **IV. DEPOSITORY AND LISTING OF ADDITIONAL SHARES AFTER SUCCESSFUL OFFERING**

After the end of the offering, all newly issued shares will be registered for depository and additional listing registration in accordance with current regulations.

### **V. THE GENERAL MEETING OF SHAREHOLDERS AUTHORIZES THE BOARD OF DIRECTORS TO IMPLEMENT THE FOLLOWING RELATED TASKS:**

The General Meeting of Shareholders authorizes the Board of Directors to perform tasks related to the private placement of shares as follows:

1. Detailed implementation of the Offering Plan:
  - Decide on the appropriate time to implement the Offering Plan and carry out necessary procedures for private placement of shares in accordance with law, including developing, modifying, supplementing and explaining in detail the dossier of registration for private placement of shares to the State Securities Commission;
  - To decide and edit the number of shares offered for sale to each investor in the list of professional securities investors expected to participate in the offering mentioned in Section II above in case of necessity to suit the actual situation;
  - The decision on further distribution to other entities being professional securities investors according to the criteria mentioned in the Offering Plan in case of not offering all of them to investors on the list of professional securities investors expected to participate in the offering mentioned in Section II above;
  - Cancel the undistributed stock book, if any, and decide to end the offering at the end of the offering period as prescribed by law;
  - Decide in detail on the purpose and plan for using capital. Choose to adjust the purpose and plan of using the capital mentioned in the Offering Plan if it deems it necessary to balance and use the capital in accordance with the situation of the Company's investment and business activities to ensure the efficiency of capital use on the principle that the change value is less than 50% of the proceeds from the offering. After adjusting the purpose and plan for using capital, the Board of Directors will report to the General Meeting of Shareholders at the nearest meeting;
  - In addition to the above authorizations, in the process of implementing the Offering Plan, the Board of Directors is fully entitled to perform other tasks related to the private placement of shares at the request of the State management agency, and/or in accordance with the actual circumstances so that the private placement of shares is completed in accordance with the law.
2. Carry out procedures and work to register for depository and additional listing registration for the entire number of issued shares after completing the offering.

3. Carry out procedures and work to change the Company's Enterprise Registration Certificate related to the change of charter capital as a result of the entire number of issued shares after the completion of the offering with the competent state agency and the amendment of the charter capital in the Charter of the Company after the completion of the offering.
4. In the course of performing the above-mentioned tasks, the General Meeting of Shareholders agrees to authorize the Board of Directors to authorize the Chairman of the Board of Directors and/or the General Director and/or the Deputy General Director of Finance to carry out the necessary tasks and procedures to complete the private placement of shares as prescribed.

## **VI. REPLACING THE NEW SHARE OFFERING PLAN APPROVED AT THE COMPANY'S 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The private placement plan according to the Proposal No. 09-24/VJC-HĐQT-TT on this private placement plan will replace the new share offering plan in the Proposal No. 04-24/VJC-HĐQT-TT approved in the Resolution of the 2024 Annual General Meeting of Shareholders of the Company No. 01-24/VJC-ĐHĐCĐ-NQ dated 26/04/2024.

Shareholders are requested to consider and give opinions on the above contents in the Voting Form for shareholders' opinions in writing (according to the attached form) and send it to Vietjet Aviation Joint Stock Company **before 17:00 on December 26, 2024** according to the following information:

- Send in a sealed envelope to Vietjet office at: **Investor Relations Department – Representative Office in Ho Chi Minh City, Vietjet Aviation Joint Stock Company, 8th Floor, Vietjet Plaza Building, 60A Truong Son, Ward 2, Tan Binh District, Ho Chi Minh City**; or
- Fax: **028 3547 1865**; or
- Scan the Feedback Form and send the file to the email address: [ir@vietjetair.com](mailto:ir@vietjetair.com)

Respect.

**Recipients:**

- *As above;*
- *General Meeting of Shareholders;*
- *2024 General Meeting of Shareholders;*

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

*Signed and Sealed*

**NGUYEN ANH TUAN**

**PRIVATE PLACEMENT PLAN IN 2024**  
**VIETJET AVIATION JOINT STOCK COMPANY**  
*(Attached to Proposal No. 09 - 24/VJC-HĐQT-TT dated //2024)*

**I. COMPANY INFORMATION**

- Vietnamese name: Vietjet Aviation Joint Stock Company
- English name: VIETJET AVIATION JOINT STOCK COMPANY
- Listing - Stock code: HOSE - VJC
- Company Logo: 
- Head office address: 302/3 Kim Ma Street, Ngoc Khanh Ward, Ba Dinh District, Hanoi, Vietnam.
- Business registration certificate, enterprise code: 0102325399 issued by the Business Registration Office – Department of Planning and Investment of Ho Chi Minh City for the first time, on 23/07/2007, registered for the 30th change, on 19/04/2023.
- Charter capital: 5,416,113,340,000 VND (Five thousand, four hundred and sixteen billion, one hundred and thirteen million, three hundred and forty thousand VND).
- Number of outstanding shares: 541,611,334 shares (Five hundred and forty-one million, six hundred and eleven thousand, three hundred and thirty-four shares).
- Phone: (024) 7108 6668                      Fax: (024) 3728 1838
- Website: <https://www.vietjetair.com/> (hereinafter referred to as the "Company")

**II. LEGAL BASIS FOR PRIVATE PLACEMENT OF SHARES**

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
- Law on Securities No. 54/2019/QH14 dated 26/11/2019 and guiding documents;
- Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- 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;
- The Charter of Vietjet Aviation Joint Stock Company has been approved by the General Meeting of Shareholders ("Charter").

**III. PURPOSE OF OFFERING**

Increase the company's charter capital to pay bank loans.

**IV. RISK OF STOCK DILUTION**

A private placement may cause dilution of net earnings per share (EPS), dilution of book value per share, dilution of holding ratio, and voting rights.

## V. STOCK OFFERING PLAN

### 1. Private placement plan to increase charter capital

#### 1.1. Principles of the offering

Meet the conditions for private placement of shares according to the provisions of Clause 1, Article 31 of the Law on Securities No. 54/2019/QH14 dated 26/11/2019, specifically:

- There is a decision of the General Meeting of Shareholders ("AGM") approving the offering plan and using the proceeds from the offering; clearly define the criteria and number of investors;
- Participants in the offering are professional securities investors;
- The transfer of private placement shares is restricted to at least 01 (one) year for professional securities investors from the date of completion of the offering;
- Individual stock offerings must be at least 06 (six) months apart from the end of the latest offering;
- The offering of shares must meet the regulations on foreign ownership ratio as prescribed by law.

#### 1.2. Offering plan

Stock Name	Shares of Vietjet Aviation Joint Stock Company
Stock Code	VJC
Stock Type	Common Stocks
Par value	10,000 VND/share
Total Current Shares	541,611,334 Shares In which: <ul style="list-style-type: none"><li>- Number of outstanding shares: 541,611,334 shares;</li><li>- Number of treasury shares: 0 shares.</li></ul>
Number of shares (expected) to be offered for additional offering	Up to 50,000,000 shares
Total value of shares (expected) offered at par value	VND 500,000,000,000
Charter capital (tentative) after the offering	VND 5,916,113,340,000
Ratio of the number of shares to be offered (Number of shares to be offered/ Number of shares outstanding)	9.23%

Purpose of the offering	Increase the company's charter capital to pay bank loans.
Objects offered for sale	Professional securities investor.
Criteria for selecting investors for offering	<ul style="list-style-type: none"> <li>- Organizations operating in the business fields of technology, logistics, services, aviation, financial technology and/or capable of providing financial support to Vietjet; and</li> <li>- Being a professional securities investor as prescribed in Article 11 of the Law on Securities 2019 and Articles 4 and 5 of Decree No. 155/2020/ND-CP; and</li> <li>- Be a domestic investor</li> </ul>
Number of professional securities investors (expected) participating in buying stocks	Up to 20 investors
Offering Method	Private placement
Asking price	100,000 VND/share
Principles for determining the offering price	The offering price is not lower than the book value per share according to the latest audited Consolidated Financial Statements of VND 28,162/share and is based on the average closing price of 30 consecutive trading sessions (from November 1, 2024 to December 12, 2024) of VND 102,970/share. Rounded according to regulations, the price step is a multiple of 50 of the Ho Chi Minh City Stock Exchange (HOSE) and a discount of 3% compared to the average closing of 30 trading sessions, the offering price is determined to be 100,000 VND/share.
Minimum successful offering rate of the offering	Without
Plan for handling shares that are not fully distributed	<p>In case investors on the list expected to participate in Proposal 09 - 24/VJC-HĐQT-TT dated December 16, 2024 do not register to buy all the distributed shares, the Board of Directors continues to choose to offer to other professional securities investors according to the investor selection criteria approved by the General Meeting of Shareholders at the appropriate offering price at the time of offering but not lower than 100,000 VND/share.</p> <p>In case of the end of the offering period as prescribed by law, if there are still undistributed shares, this undistributed stock book will be canceled, the Board of Directors will issue a decision to end the offering and the Company will increase the charter capital, deposit and list on the actual number of distributed shares.</p>
Plan to make up for the shortfall of capital expected to be mobilized from the offering	In case the shares are not registered for full purchase, resulting in the proceeds from the offering not meeting as expected, the Company will rebalance the capital source and flexibly use the proceeds from the offering with other capital sources to come up with an effective and suitable handling plan in accordance with the

	actual operation of the Company at the time capital use points.
Transfer restrictions	These additional issued shares will be restricted from transfer within 01 year for professional securities investors from the date of completion of the offering.
Estimated time of offering	It is expected to be implemented in the 1st-2nd quarter of 2025 after the SSC announces the receipt of the Company's complete registration dossier for private placement of shares.

## 2. Plan to use the proceeds from the private placement

The expected amount of proceeds from the private placement of shares to professional securities investors calculated at the offering price is: VND 5,000,000,000,000 (Five trillion VND), which will be used to pay the principal of short-term loans summarized in the table below:

Stt	Bank	Credit Contracts	Repayment term	Expected payout value
1	Military Commercial Joint Stock Bank	Credit contract No. 235180.24.103.2457500.TD dated 17/09/2024	In 2025	1,800,000,000,000
2	Joint Stock Commercial Bank for Industry and Trade of Vietnam	Credit contract No. 23/2024-HDCVHM/NHCT942-VIETJET dated 29/07/2024	In 2025	1,500,000,000,000
3	Vietnam Maritime Commercial Joint Stock Bank	Credit limit contract No. 1398555.5/2024/HDTD dated 22/05/2024	In 2025	1,200,000,000,000
4	Vietnam International Commercial Joint Stock Bank	Credit contract No. 1042418.24 dated 26/11/2024	In 2025	500,000,000,000
	Total:			5,000,000,000,000

In case some loans of the capital use plan are paid before the end of the private placement of shares, the General Meeting of Shareholders authorizes the Board of Directors to adjust and redetermine the allocation and use of capital from the offering to pay the next due loans or supplement the Company's business capital.