

**No.: 06/TT-DHDCD2025**

## **SUBMISSION – NUMBER 06**

**For: Approval on the Plan for share repurchase by Gemadept Corporation to reduce charter capital**

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Pursuant to*

- *Law on Enterprise No. 59/2020/QH14 dated 17/6/2020;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019;*
- *Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities;*
- *Circular No. 120/2020/TT-BTC dated 31/12/2020 providing for trading of listed and registered shares, fund certificates, corporate bonds and secured warrants listed on securities trading systems;*
- *Charter on the organization and operation of Gemadept Corporation (“**Company**”);*

Under the complex and the rapid market fluctuations, especially following the announcement of new tariff policies by the U.S. President, the Company’s stock price has experienced unusually low trading levels compared to its fair value. This situation may have negative impacts, affecting the interests of the Company and its shareholders.

The Board of Management (“BOM”) would like to submit to the 2025 Annual General Meeting of Shareholders (“AGM”) for approval on the plan for share repurchase by the Company, detail as below:

### **I. PLAN FOR SHARE REPURCHASE**

1. Stock name: Share of Gemadept Corporation
2. Stock code: GMD.
3. Type of stock: Common share
4. Par value: 10,000 VND/share
5. Current charter capital: VND 4,201,923,090,000 VND
6. Total shares issued: 420,192,309 shares.
7. Number of treasury shares: 0 shares.
8. Number of outstanding shares: 420,192,309 shares.
9. Number of shares expected to be repurchased: up to 21,009,615 shares, representing 5% of the Company's total outstanding shares.

10. Expected decrease in charter capital after share repurchase: 210,096,154,500 VND.
11. Expected charter capital after decrease: 399,182,694 shares.
12. Expected total outstanding shares after share repurchase: 399,182,694 shares.
13. Purpose of share repurchase: To safeguard the interests of the Company and its shareholders given that the market price of GMD shares is currently lower than the Company's fair value.
14. Source of funds for share repurchase: From surplus capital based on the latest audited or reviewed consolidated financial statements.
15. Trading method: Through order matching and/or negotiated transactions via a securities company, in compliance with the provisions of law.
16. Principles for determining the share repurchase price: In accordance with Circular No. 120 and other relevant regulations under the Securities Trading Regulations of the Vietnam Stock Exchange.
17. Order volume: In accordance with Circular No. 120 and other relevant regulations under the Securities Trading Regulations of the Vietnam Stock Exchange.
18. Expected timeline for the share repurchase: when the Company's stock trading price falls below 1.5 times the book value per share (\*) and upon the approval of the Company's share repurchase registration dossier by the State Securities Commission of Vietnam and after the Company has disclosed information on the repurchase in accordance with the provisions of law. The General Meeting of Shareholders authorizes the BOM to decide on the implementation sequence of the Company's share repurchase plan and the Employee Stock Purchase Plan (ESPP 2024), ensuring compliance with relevant legal regulations.

*(\*) Book Value per Share (BVPS) = (Total Shareholders' Equity – Non-controlling Interests) / Number of Outstanding Shares, based on the most recent consolidated financial statements.*

### **III. APPROVAL ON AUTHORIZATION FOR THE BOARD OF MANAGEMENT TO CONDUCT THE RELEVANT TASKS**

The BOM submits to the General Meeting of Shareholders unanimously for approval the authorization for the BOM to carry out, including but not limited to the following tasks:

1. Proactively develop, approve detailed documents for share repurchase registration, explain and submit documents to the State Securities Commission and other authorities. At the same time, proactively adjust the share repurchase plan and other related documents as required by the State Securities Commission and other authorities in accordance with the provisions of law, the Company's Charter and will report to the General Meeting of Shareholders at the latest meeting;
2. Select the timing for the share repurchase and determine the repurchase price appropriate

to the actual market conditions and the market price of the shares at the time of repurchase;

3. Select and appoint a securities company to act as the agent to execute the share repurchase transactions;
4. Balance and decide on the source of funds to be used for the share repurchase;
5. Decide on the reduction of the Company's charter capital based on the results of the share repurchase, and decide on the amendment and supplementation of the Company's Charter related to changes in shares and charter capital in accordance with the share repurchase results;
6. Carry out procedures to amend the Enterprise Registration Certificate relating to the change in charter capital according to the actual results of the repurchase with the competent state authority;
7. Carry out procedures to adjust securities registration with the Vietnam Securities Depository and Clearing Corporation (VSDC) and to adjust securities trading registration with the Ho Chi Minh City Stock Exchange (HOSE);
8. Carry out necessary legal procedures according to the provisions of law and the Company's Charter to complete the share repurchase and the reduction of the Company's charter capital.

For the AGM's consideration and approval on the plan for share repurchase by the Company.

*Ho Chi Minh City, June 24, 2025*

**BOARD OF MANAGEMENT**