

No.: /NQ-DHDCD-GMD

Ho Chi Minh City, May 06th, 2026

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
OF GEMADEPT CORPORATION

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to the Charter of Gemadept Corporation approved by the General Meeting of Shareholders;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders on May 06th, 2026.

The Annual General Meeting of Shareholders (“AGM”) of Gemadept Corporation (“Company”) that was held on May 06th, 2026 in Ho Chi Minh City adopted the Resolution as follows:

APPROVED

1. Report of the Board of Management for year 2025

The AGM approved the Report of the Board of Management for year 2025 and plan for year 2026.

2. Report of the Board of Control for year 2025

The AGM approved the Report of the Board of the Control for year 2025 and plan for year 2026.

3. Audited financial statements of the fiscal year 2025

The AGM approved the Financial Statements of the fiscal year 2025 audited by Auditing and Consulting Co., Ltd (A&C), including the Financial Statements of Gemadept Corporation and Consolidated Financial Statements.

4. Profit distribution plan for year 2025

The AGM approved the dividend payment and allocation of funds in 2025. Details as follows:

4.1. Dividend payment:

- Paying dividends in cash at a payout ratio of 22% of the par value (equivalent to 2,200 VND/share);
- Authorizing the Board of Management to conduct necessary works related to the payment of dividend in cash.

4.2. Allocation of funds in 2025:

Allocating funds for the Board of Management and Welfare and Reward from consolidated after-tax. The fund allocation rate is as follows:

- Fund of the Board of Management, allocation rate: 3% profit after tax;
- Welfare and Reward Fund, allocation rate: 5% profit after tax.

5. Business plan for year 2026

Based on the forecasts of the World and Vietnam economy, the actual situation of the market, Vietnam's economic growth and business plan of the Company's subsidiaries and affiliates, the AGM approved the business plans for 2026 as follows:

Unit: billion dong

No.	Items	Plan 2025	Results 2025	Registered plan 2026 for approval (*)	Target plan 2026 (**)	Registered plan 2026 (*)/ Results 2025	Registered plan 2026 (*)/ Plan 2025	Target plan 2026 (**)/ Registered plan 2026 (*)
1	Consolidated net revenue	4,850	5,956	6,500	6,800	109%	134%	105%
2	Consolidated profit before tax (PBT)	1,800	2,521	2,800	3,000	111%	156%	107%

(*) Business plan for 2026 which the Board of Management registers and submits to the General Meeting of Shareholders for approval.

(**) Business plan for 2026 which the Board of Management and the Company will use best efforts to achieve.

(***) PBT from business activities.

6. Selection of auditing company to audit the financial statements of 2026

The AGM approved list of 03 (three) independent auditing companies that provide audit services and review the company's 2026 financial statements as follows:

- A&C Auditing And Consulting Company Limited;
- KPMG Vietnam Company Limited (KPMG);
- CPA Vietnam Auditing Company Limited.

The AGM hereby authorized the Board of Management to select one of the three auditing companies mentioned above to audit the financial statements of 2026 (including the financial statements of Gemadept Corporation and the consolidated financial statements).

7. Approval of the Report on the use of proceeds from the 2024 public offering of shares to existing shareholders (audited) and approval of the adjustment to the plan for use of the remaining unutilized proceeds

7.1. Report on the use of proceeds from the 2024 public offering of shares to existing shareholders (audited)

The Report on the use of proceeds from the 2024 public offering of shares to existing shareholders was audited by A&C Auditing and Consulting Co., Ltd. under Audit Report No. 1.0723/26/TC-AC dated March 28, 2026 (*the report attached to Submission No. 05/TT-DHDCD2026*).

The key contents of the Report on the use of proceeds are summarized as follows:

Contents	Initial plan	Revised plan in accordance with the BOM Resolution	Actual amount utilized as of June 23, 2025	Remaining unutilized amount as of June 23, 2025	Remaining unutilized amount under the plan approved by the 2025 GMS resolution	Amount utilized from June 24, 2025 to December 31, 2025	Cumulative amount utilized as of December 31, 2025	Unutilized amount as of December 31, 2025
		[1]	[2]	[3]=[1]-[2]	[4]	[5]	[6]=[2]+[5]	[7]=[4]-[5]
Acquisition of fixed assets	2,213,000,000,000	1,779,122,734,000	-	1,779,122,734,000	1,124,622,734,000	128,002,916,788	128,002,916,788	996,619,817,212
Acquisition of 02 vessels with a capacity of approximately 1,800 TEU each	1,350,000,000,000	916,122,734,000	-	916,122,734,000	916,122,734,000	-	-	916,122,734,000
Acquisition of 02 STS cranes with a lifting capacity of 85 tons	654,500,000,000	654,500,000,000	-	654,500,000,000	-	-	-	-
Acquisition of 07 barges with a capacity of 248 TEU each	208,500,000,000	208,500,000,000	-	208,500,000,000	-	-	-	-
Acquisition of 02 barges with a capacity of 248 TEU each	-	-	-	-	65,226,000,000	29,700,000	29,700,000	65,196,300,000
Acquisition of 04 barges with a capacity of 298 TEU each	-	-	-	-	143,274,000,000	127,973,216,788	127,973,216,788	15,300,783,212
Repayment of bank loans	230,624,000,000	230,624,000,000	230,624,000,000	-	-	-	230,624,000,000	-
<i>Partial repayment of principal (including due and prepayment) to Shinhan Bank Vietnam Limited</i>	174,028,730,220	174,028,730,220	174,028,730,220	-	-	-	174,028,730,220	-
<i>Partial repayment of principal (including due and prepayment) to Joint Stock Commercial Bank for Investment and Development of Vietnam</i>	56,595,269,780	56,595,269,780	56,595,269,780	-	-	-	56,595,269,780	-
<i>Increase of charter capital contribution to Nam Dinh Vu Port Joint Stock Company (a subsidiary in which the Company holds 60% of the charter capital)</i>	557,749,908,000	540,000,000,000	540,000,000,000	-	-	-	540,000,000,000	-

Contents	Initial plan	Revised plan in accordance with the BOM Resolution	Actual amount utilized as of June 23, 2025	Remaining unutilized amount as of June 23, 2025	Remaining unutilized amount under the plan approved by the 2025 GMS resolution	Amount utilized from June 24, 2025 to December 31, 2025	Cumulative amount utilized as of December 31, 2025	Unutilized amount as of December 31, 2025
<i>to implement business operations and repay bank loans</i>								
<i>Increase of charter capital contribution to Pacific Marine Equipment and Service Company Limited (a wholly owned subsidiary of the Company)</i>	-	115,000,000,000	115,000,000,000	-	-	-	115,000,000,000	-
<i>Increase of charter capital contribution to V.N.M General Transport Service Co., Ltd (a wholly owned subsidiary of the Company)</i>	-	273,000,000,000	273,000,000,000	-	-	-	273,000,000,000	-
<i>Acquisition of ordinary shares in Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)</i>	-	76,383,750,000	76,383,750,000	-	-	-	76,383,750,000	-
<i>Increase of capital contribution to Nam Hai ICD Joint Stock Company</i>	-	-	-	-	80,000,000,000	80,000,000,000	80,000,000,000	-
<i>Increase of capital contribution to Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)</i>	-	-	-	-	200,000,000,000	94,570,357,143	94,570,357,143	105,429,642,857
<i>Supplementation of capital for M&A activities to expand core business operations</i>	-	-	-	-	374,500,000,000	71,480,750,000	71,480,750,000	303,019,250,000
Total	3,001,373,908,000	3,014,130,484,000	1,235,007,750,000	1,779,122,734,000	1,779,122,734,000	374,054,023,931	1,609,061,773,931	1,405,068,710,069

7.2. Approval of the adjustment to the plan for use of the remaining unutilized proceeds from the 2024 public offering of shares to existing shareholders

No.	Purpose	Current plan – Unutilized amount as of December 31, 2025 (VND)	Revised plan (VND)	Remarks
1	Acquisition of 02 vessels with a capacity of approximately 1,800 TEU	916,122,734,000	916,122,734,000	No change
2	Acquisition of 02 barges with a capacity of 248 TEU	65,196,300,000	65,196,300,000	No change
3	Acquisition of 04 barges with a capacity of 298 TEU	15,300,783,212	15,300,783,212	No change
4	Increase of capital contribution to Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)	105,429,642,857	78,088,214,286	Decrease of VND 27,341,428,571
5	Supplementation of capital for M&A activities to expand core business operations	303,019,250,000	330,360,678,571	Increase of VND 27,341,428,571
	Total	1,405,068,710,069	1,405,068,710,069	

8. Approval of the issuance plan of shares under the Employee Share Purchase Plan for outstanding employees of Gemadept Corporation in 2025 (ESPP 2025)

8.1. Basis and contents of approval:

- Based on the profit before tax (PBT) as stated in the audited consolidated financial statements for 2025 of VND 2,521 billion, representing 140% of the 2025 plan approved by the GMS, the Company satisfies the conditions for issuance of shares under the Employee Share Purchase Plan for outstanding employees in 2025 (“**ESPP 2025**”).
- The GMS approves the entire contents of the share issuance plan under ESPP 2025 as set out in **Submission No. 06/TT-DHDCD2026 dated May 06, 2026** (attached to this Resolution).

8.2. The GMS assigns and authorizes the BOM to decide on and carry out all necessary tasks and procedures to complete the share issuance under ESPP 2025, including:

- To organize the implementation of ESPP 2025 in accordance with the issuance plan approved by the GMS;

- To determine the timing for implementation of ESPP 2025;
- To approve the list of eligible employees participating in the program and the number of shares allocated to each participant in accordance with the criteria and allocation principles approved by the GMS; to decide on the treatment of fractional shares, unsubscribed shares (if any), and measures to ensure compliance with foreign ownership limits;
- To adjust the number of shares allocated to participants to ensure that the total number of allocated shares equals the total number of shares approved for issuance by the GMS;
- To decide on all matters related to the share issuance under ESPP 2025 and to amend and supplement the issuance plan (if any) in compliance with applicable laws; to carry out all necessary tasks and procedures in accordance with the Company’s Charter and applicable laws to ensure the successful implementation of ESPP 2025;
- To register the additional shares with the VSDC and to complete the additional listing of such shares on the HOSE in accordance with the issuance results.
- To amend and supplement the Company’s Charter in relation to changes in the number of shares and charter capital corresponding to the number of shares issued and the proceeds received (at par value), and to register amendments to the Enterprise Registration Certificate in accordance with applicable laws;
- To carry out all necessary legal procedures in accordance with applicable laws and the Company’s Charter to complete the share issuance under ESPP 2025;
- To decide on all matters related to the recovery/repurchase of shares, including but not limited to the number of shares to be repurchased/recovered in each tranche, and to carry out registration procedures with the State Securities Commission (SSC) in accordance with applicable regulations (if any).

9. Approval of the issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadept Corporation for the period 2026–2030 (Regulations of ESPP for the period 2026–2030)

The GMS approves the entire contents of the policy on issuance of shares under the Employee Share Purchase Plan for outstanding employees of Gemadept Corporation for the period 2026–2030 (Regulations of ESPP for the period 2026–2030) as set out in **Submission No. 07/TT-DHDCD2026 dated May 06, 2026** (*attached to this Resolution*).

In particular, the GMS approves the targets for determining the number of ESPP shares to be issued annually: To be determined based on the level of fulfillment of the PBT plan from 2026 to 2030 as follows:

No.	Rate of fulfillment of the annual PBT target approved by the GMS (<i>the annual PBT plan shall increase by at least 15% compared to the PBT plan of the previous year as approved by the GMS</i>)	Issuance ratio (<i>number of ESPP shares over total outstanding shares at the time of issuance</i>)
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1	Failure to meet the plan	No issuance
2	From 100% to below 120% of the plan	1.0%
3	From 120% of the plan and above	1.2%

10. Approval of the share issuance plan to increase share capital from the Company's equity

10.1. Issuance Plan:

1. Issuer: Gemadept Corporation
2. Share name: Shares of Gemadept Corporation
3. Share type: Ordinary shares
4. Par value: VND 10,000 per share
5. Expected total number of issued shares (*expected, after completion of the share issuance under ESPP 2025*): 432,892,509 shares.

In which:

- Expected number of outstanding shares: 432,892,509 shares.
 - Treasury shares: 0 shares.
6. Maximum expected number of shares to be issued: 216,446,254 shares.
 7. Issuance ratio (*Number of shares to be issued / Number of outstanding shares at the time of registration*): 50%.
 8. Rights ratio: 2:1 (*Accordingly, at the record date, a shareholder holding 02 shares shall be entitled to receive 01 new share*).
 9. Total expected issuance value at par value (maximum): VND 2,164,462,540,000.
 10. Total expected number of shares after issuance (maximum): 649,338,763 shares.
 11. Expected charter capital after issuance (maximum): VND 6,493,387,630,000.
 12. Issuance method: Issuance of shares from equity to existing shareholders, distributed based on the exercise of rights.
 13. Source of capital: Share premium based on the Company's audited separate financial statements for 2025.
 14. Eligible participants: Existing shareholders of Gemadept Corporation whose names are recorded in the list of securities holders maintained by the Vietnam Securities Depository and Clearing Corporation (VSDC) as of the record date for the exercise of rights to receive shares issued to increase share capital from equity.
 15. Rounding principle and treatment of fractional shares: To ensure that the total number of shares issued does not exceed the maximum number of shares to be issued, the number of additional shares allocated to each existing shareholder shall be rounded down to the nearest whole share; any fractional shares (if any) shall be cancelled.

Example: At the record date, shareholder A holds 125 GMD shares. Shareholder A shall receive: $(125/2) \times 1 = 62.5$ shares. According to the rounding principle, shareholder A shall receive 62 shares, and the fractional 0.5 share shall be cancelled.

16. Relevant restrictions: Shares currently subject to transfer restrictions (if any) shall remain entitled to receive additional shares issued from equity. Newly issued shares shall not be subject to transfer restrictions. The right to receive additional shares shall not be transferable.
17. Distribution method:
 - *For deposited shares:* Securities holders shall receive shares issued to increase share capital from equity through their depository members where their securities accounts are maintained, or through institutions directly maintaining accounts at VSDC;
 - *For non-deposited shares:* Securities holders shall receive shares issued to increase share capital from equity at the head office of Gemadept Corporation – No. 6 Le Thanh Ton, Sai Gon Ward, Ho Chi Minh City, Vietnam.
18. Implementation timeline: Expected in 2026, after the Company completes the share issuance under ESPP 2025 and after receiving confirmation from the State Securities Commission (SSC) of receipt of a complete dossier for this issuance. The specific timing shall be decided by the BOM.
19. Plan to ensure compliance with foreign ownership limits: The issuance shall be made to all existing shareholders on a pro rata basis, and any fractional shares (if any) shall be cancelled. Accordingly, in principle, the ownership ratio of each shareholder shall remain unchanged. Therefore, this issuance shall not increase foreign ownership in the Company and shall comply with applicable regulations on foreign ownership limits.
20. Registration and listing of additional shares: All shares issued to increase share capital from equity shall be registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with applicable laws.

10.2. Authorization for implementation:

The GMS authorizes the BOM to decide on all matters related to the issuance of shares to increase share capital from equity, including::

- To implement the share issuance plan. Based on the actual number of outstanding shares after completion of ESPP 2025, the BOM shall determine the specific number of shares to be issued in accordance with the approved issuance ratio;
- To decide on amendments, supplements or adjustments to the issuance plan as approved by the GMS in accordance with requirements of competent authorities and the Company's actual conditions (if necessary), provided that such changes do not alter the nature of the plan or exceed the key contents approved by the GMS, and ensure effective implementation in line with the Company's business plan, applicable laws, the Company's Charter and shareholders' interests;

- To prepare and complete the issuance dossier for submission to the SSC; to determine the record date, timing and schedule of the issuance in compliance with applicable laws and ensuring shareholders' interests;
- To organize the implementation of all tasks and procedures related to the issuance in accordance with applicable laws and the Company's Charter;
- To amend and supplement the Company's Charter in relation to changes in the number of shares and charter capital corresponding to the number of shares actually issued and their total par value, and to register amendments to the Enterprise Registration Certificate in accordance with applicable laws;
- To register the additional shares with VSDC and complete the additional listing of such shares on HOSE based on the issuance results;
- To perform other related tasks in accordance with applicable laws

11. Approval of the change of the Company's name; amendment and supplementation of the Company's Charter; and change of the Company's seal specimen

11.1. Change of the Company's name:

a. Current name of the Company:

- Name in Vietnamese: CÔNG TY CỔ PHẦN GEMADEPT
- Name in English: GEMADEPT CORPORATION
- Name in transaction: GEMADEPT CORPORATION

b. New name of the Company after the change:

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN GEMADEPT
- Name in English: GEMADEPT CORPORATION
- Abbreviated name: GEMADEPT CORPORATION
- Name in transaction: GEMADEPT CORPORATION

c. Rationale and purpose of the change:

- To align with the Company's development orientation, scale and new business strategy.
- To ensure consistency in the trading name, brand identity system and to support corporate governance in the new phase.

11.2. Amendment and supplementation of the Company's Charter:

a. Amendment to Article 2.1 of the Company's Charter as follows:

“1. Name of the Company

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN GEMADEPT
- Name in English: GEMADEPT CORPORATION

- Abbreviated name: GEMADEPT CORPORATION
 - Name in transaction: GEMADEPT CORPORATION”
- b. Amendment of other contents relating to the Company’s name in the Charter (including the cover page and provisions referring to the Company’s name).

11.3. Change of the Company’s seal specimen in accordance with the new Company name as approved by the GMS.

11.4. Implementation:

- To assign and authorize the BOM and the General Director – the legal representative of the Company to carry out procedures for amendment of enterprise registration information with the competent authority (Ho Chi Minh City Department of Finance).
- To assign the BOM to decide on the number, form and content of the Company’s seal in accordance with the new Company name as approved by the GMS.

12. Approval of the dismissal of a member of the Board of Management

The General Meeting of Shareholders approves the dismissal of Mr. Iida Shuntaro from his position as a member of the Board of Directors for the tenure of 2023 – 2028, effective from May 06th, 2026.

13. This Resolution takes effect from the signing date.

**ON BEHALF OF THE ANNUAL MEETING OF SHAREHOLDER
CHAIRMAN**

DO VAN NHAN