

**No.: 05/TT-DHDCD2026**

## **SUBMISSION – NUMBER 05**

**For: 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**

**To: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

*Pursuant to*

- *The 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;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended by Decree No. 245/2025/NĐ-CP dated September 11, 2025;*
- *Charter on the organization and operation of Gemadep Corporation;*
- *Resolution of the Annual General Meeting of Shareholders 2024 No. 090/NQ-ĐHĐCĐ-GMD dated June 25, 2024;*
- *Resolution of the Annual General Meeting of Shareholders 2025 No. 131/NQ-ĐHĐCĐ-GMD dated June 24, 2025.*

The Board of Management (“**BOM**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) for approval the contents of the Report on the use of proceeds from the 2024 public offering of shares to existing shareholders (audited), and the adjustment to the plan for use of the remaining unutilized proceeds, as follows:

**I. 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 *(attached to this Submission)*.

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]
<b>Acquisition of fixed assets</b>	<b>2,213,000,000,000</b>	<b>1,779,122,734,000</b>	<b>-</b>	<b>1,779,122,734,000</b>	<b>1,124,622,734,000</b>	<b>128,002,916,788</b>	<b>128,002,916,788</b>	<b>996,619,817,212</b>
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
<b>Repayment of bank loans</b>	<b>230,624,000,000</b>	<b>230,624,000,000</b>	<b>230,624,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>230,624,000,000</b>	<b>-</b>
<i>Partial repayment of principal (including due and prepayment) to Shinhan Bank Vietnam Limited</i>	<i>174,028,730,220</i>	<i>174,028,730,220</i>	<i>174,028,730,220</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>174,028,730,220</i>	<i>-</i>
<i>Partial repayment of principal (including due and prepayment) to Joint Stock Commercial Bank for Investment and Development of Vietnam</i>	<i>56,595,269,780</i>	<i>56,595,269,780</i>	<i>56,595,269,780</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>56,595,269,780</i>	<i>-</i>
<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>	<i>557,749,908,000</i>	<i>540,000,000,000</i>	<i>540,000,000,000</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>540,000,000,000</i>	<i>-</i>

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	-
<b><i>Increase of capital contribution to Nam Dinh Vu Port Services Joint Stock Company (formerly Hai Minh Port Services Joint Stock Company)</i></b>	-	-	-	-	<b>200,000,000,000</b>	<b>94,570,357,143</b>	<b>94,570,357,143</b>	<b>105,429,642,857</b>
<b><i>Supplementation of capital for M&amp;A activities to expand core business operations</i></b>	-	-	-	-	<b>374,500,000,000</b>	<b>71,480,750,000</b>	<b>71,480,750,000</b>	<b>303,019,250,000</b>
<b>Total</b>	<b>3,001,373,908,000</b>	<b>3,014,130,484,000</b>	<b>1,235,007,750,000</b>	<b>1,779,122,734,000</b>	<b>1,779,122,734,000</b>	<b>374,054,023,931</b>	<b>1,609,061,773,931</b>	<b>1,405,068,710,069</b>

**II. APPROVAL OF THE ADJUSTMENT TO THE PLAN FOR USE OF THE REMAINING UNUTILIZED PROCEEDS FROM THE 2024 PUBLIC OFFERING OF SHARES TO EXISTING SHAREHOLDERS**

<b>No.</b>	<b>Purpose</b>	<b>Current plan – Unutilized amount as of December 31, 2025 (VND)</b>	<b>Revised plan (VND)</b>	<b>Remarks</b>
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
	<b>Total</b>	<b>1,405,068,710,069</b>	<b>1,405,068,710,069</b>	

The BOM respectfully submits to the GMS for approval the audited Report on the use of proceeds from the 2024 public offering of shares to existing shareholders, and the adjustment to the plan for use of the remaining unutilized proceeds from such offering as set out above.

Best regard.

*Ho Chi Minh City, May 06, 2026*

**BOARD OF MANAGEMENT**