

No.: 08/TT-DHDCD2026

SUBMISSION – NUMBER 08

**For: Approval of the share issuance plan to increase share capital from
the Company's equity**

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 (“Decree No. 155”);*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of articles of 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 (“Decree No. 245”);*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on securities offering and issuance, public tender offers, share buybacks, registration of public companies and deregistration, and relevant legal documents;*
- *Circular No. 115/2025/TT-BTC dated December 15, 2025 of the Ministry of Finance amending and supplementing a number of articles of Circular No. 118/2020/TT-BTC dated December 31, 2020;*
- *Charter on the organization and operation of Gemadep Corporation.*

The Board of Management (“**BOM**”) of the Company respectfully submits to the General Meeting of Shareholders (“**GMS**”) for consideration and approval the share issuance plan to increase share capital from the Company's equity, as follows:

I. ISSUANCE PLAN

1. Issuer: Gemadep Corporation
2. Share name: Shares of Gemadep 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 Gemadep 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 Gemadep 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.

II. 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:

1. 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;
2. 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;
3. 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;
4. To organize the implementation of all tasks and procedures related to the issuance in accordance with applicable laws and the Company's Charter;

5. 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;
6. To register the additional shares with VSDC and complete the additional listing of such shares on HOSE based on the issuance results;
7. To perform other related tasks in accordance with applicable laws.

The BOM respectfully submits to the GMS for approval.

Best regard.

Ho Chi Minh City, May 6, 2026

BOARD OF MANAGEMENT