

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
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*No : 08 /NQ-ĐHĐCĐ*

*Hai Phong, April 22 , 2026*

**RESOLUTION**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**VINASHIP JOINT STOCK COMPANY**

- Pursuant to the Enterprises Law No. 59/2020/QH14 dated June 17, 2020;  
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;  
- Pursuant to the Charter on the organization and operation of Vinaship Joint Stock Company (Vinaship);

- Pursuant to the Minutes of the Annual General Meeting of Shareholders of Vinaship, No.03/2026/BB-ĐHĐCĐ, held at 08:30 AM on April 22, 2026, at the 4th-floor hall of Vinaship Building, No. 14 Vo Nguyen Giap Street, An Bien Ward, Hai Phong City (the Meeting), with the participation of 48 shareholders, representing 30.908.342 shares, accounting for 90,908% of the total shares with voting rights.

**RESOLVED**

**Article 1.** To Approve the activity report of the Board of Directors, Supervisory Board, and Executive Board for 2025.

**Article 2.** Approve the 2025 business performance results and the 2026 plan; specifically as follows:

**1. 2025 results:**

**1.1. Business performance results**

Content	2025 Plan	Actual 2025	Actual 2025 / 2025 Plan (%)
1. Total production volume of the company (tons)	1,700,000	1,757,661	103.39
2. Total revenue and other income	745,000	690,519	92.69
3. Profit before tax	117,500	54,257	46.18
4. Ebitda	184,988	106,692	57.67

**1.2. Sold two vessels:**

- M/V Vinaship Sea, with a deadweight of 27,841 DWT, built in 1998 in Japan, with a sale price of USD 2,750,000 (Two million seven hundred fifty thousand US dollars).

- M/V Vinaship Pearl, with a deadweight of 24,241 DWT, built in 1996 in Japan, with a sale price of VND 62,869,000,000 (Sixty-two billion eight hundred sixty-nine million Vietnamese dong). Excluding VAT. The profit from the sale of M/V Vinaship Pearl will be recognized in 2026.

### 1.3. Vessel investment:

- Successfully acquired the vessel Bright Hope, with a deadweight of 28,201 DWT, built in 2010 in Japan, at a purchase price of USD 9,550,000 (Nine million five hundred fifty thousand US dollars). Upon delivery, the vessel was renamed Vinaship Harmony and has been in operation since November 2025.

- Successfully acquired the vessel Sea Sapphire, with a deadweight of 32,550 DWT, built in 2010 in China, at a purchase price of USD 8,490,000. Upon delivery, the vessel will be renamed Vinaship Amity, and is expected to commence operations by the end of April 2026.

## 2. 2026 Business activity Plan:

### 2.1. Business and production plan

No	Indicator	Unit	2026 Plan
1.	Production	Tons	1.910.000
2.	Revenue	Million VND	790.236
3.	Profit Before Tax	Million VND	130.036
4.	Ebitda	Million VND	231.856

### 2.2. Plan for selling and liquidating two vessels

- Vinaship Gold, with a deadweight tonnage of 13,245 DWT, built in 2008 in Vietnam (*Approved by the General Meeting of Shareholders through written voting on 09 February 2026.*)

- My Hung, with a deadweight tonnage of 6,500 DWT, built in 2004 in Vietnam.

### 2.3. Vessel investment plan

- Invest in two second-hand dry cargo vessels with a deadweight tonnage (DWT) of 28,000 – 35,000 DWT, built between 2009 and 2014.

- Shipbuilding locations: Japan, South Korea, or China.

- Estimated investment value: approximately USD 11.5 million per vessel.

- Implementation period: from Q2 2026 to before the Annual General Meeting of Shareholders in 2027, subject to favorable conditions.

**Article 3.** To Approve the authorization for the Board of Directors of the company to select one of the following three auditing firms to perform the audit and review of the financial statements for 2026:

1. Deloitte Vietnam LLC



2. AASC Auditing Firm LLC

3. UHY Auditing and Consulting LLC

**Article 4.** Approve the audited financial statements for the year 2025, including the key indicators in the consolidated financial statements as follows:

*Unit: VND*

No.	Indicator	Value
1.	Total Assets	958,843,625,345
2.	Charter Capital	339,999,600,000
3.	Equity Capital	589,935,849,663
4.	Revenue from Goods Sales and Service Provision	610,098,917,813
5.	Profit Before Tax	54,257,179,597
6.	Profit After Tax	43,284,649,394
7.	Basic Earnings Per Share	1,273

**Article 5.** To Approve the profit distribution plan for 2025 of the Parent Company and authorize the Board of Directors to implement it in accordance with the regulations; the details are as follows:

No.	Description	Percentage (%)	Amount (VND)
1	Profit before tax for 2025		53,706,979,923
2	Corporate income tax expense for 2025		10,854,720,910
3	Profit after tax for 2025 (3 = 1 – 2)		42,852,259,013
4	Less: Additional corporate income tax for 2021–2024 due to disallowed VAT refund invoices (June 2020 – June 2024) with high tax risk identified by Hai Phong Tax Authority		287,579,266
<b>5</b>	<b>Distributable profit after tax (5 = 3 – 4)</b>		<b>42,564,679,747</b>
<b>6</b>	<b>Appropriation to funds for 2025</b>		<b>18,116,901,913</b>
6.1	Appropriation to Bonus and Welfare Fund	12.10%	5,151,700,462
	Bonus Fund	7.26%	3,091,020,277
	- Welfare Fund	4.84%	2,060,680,185
6.2	Appropriation to Management Incentive Fund	0.46%	195,797,527
6.3	Appropriation to Development Investment Fund	30.00%	12,769,403,924
<b>7</b>	<b>Remaining profit after appropriations (7 = 5 – 6)</b>		<b>24,447,777,834</b>
<b>8</b>	<b>Dividend distribution (equivalent to 6% of charter capital)</b>	6.00%	<b>20,399,976,000</b>
<b>9</b>	<b>Remaining profit after distribution (9 = 7 – 8) to</b>		<b>4,047,801,834</b>

No.	Description	Percentage (%)	Amount (VND)
	be added to Development Investment Fund		

**Article 6.** Approve the report on salaries and remuneration of the Board of Directors (BOD) and the Board of Supervisors (BOS) for 2025, and the expenditure plan for 2026; specifically as follows:

1. Salaries and remuneration for 2025:

- Salaries of full-time Board of Directors in 2025: No allocation from the salary fund for the Board of Directors and Board of Supervisors as there are no full-time members.

- Remuneration of the Board of Directors and Board of Supervisors in 2025: Paid in accordance with the Resolution approved by the 2025 Annual General Meeting of Shareholders.

2. Salary and remuneration plan for the Board of Directors and Board of Supervisors in 2026

2.1. Salaries of full-time members of the Board of Directors and Board of Supervisors (if any):

The salary fund and salary levels are determined based on the business performance and Vinaship's regulations on labor and salary management.

2.2. Remuneration of the Board of Directors and the Board of Supervisors

- Chairman of the Board of Directors: 10,000,000 VND/ month.
- Member of the Board of Directors: 6,000,000 VND/person/month.
- Head of the Board Supervisory : 6,000,000 VND/ month.
- Member of the Board Supervisory: 5,000,000 VND/person/month.
- Person in charge of governance: 3,000,000 VND/ month.

**Article 7.** To Approve the principle and the investment project for two dry cargo vessel with the following main contents:

1. Project Description

- Project Name: Dry Cargo vessel Investment Project
- Type of vessel: Dry Cargo vessel
- Tonnage: From 28,000 to 35,000 DWT
- Year of Construction: From 2009 to 2014
- Place of Construction: Japan, China, South Korea
- Classification: IACS
- Operational Area: No restrictions



- Total Investment for Two vessels: VND 300,993,000,000, equivalent to approximately USD 11.5 million per vessel. The investment covers two vessels of similar value.

- Source of Investment Funds: 40% equity and 60% commercial bank loans

- Project Effectiveness Indicators: As outlined in Proposal No.126 /VNS-HĐQT, dated March 25 , 2026, attached.

## 2. Project Implementation:

- The Meeting authorized the Board of Directors of Vinaship to decide on the selection of ships and approve the investment project in accordance with the principles outlined in the approved project, ensuring the investment's effectiveness and compliance with Vinaship's internal regulations and applicable legal requirements.

- The Meeting authorized the Board of Directors to proactively adjust the project based on market conditions when deemed necessary, ensuring effectiveness, and to report the results of the implementation at the next Annual General Meeting of Shareholders.

## 3. Project Implementation Timeline:

From the approval date until the Annual General Meeting of Shareholders in 2027.

**Article 8.** Approval of the dismissal of the following individuals from their positions as members of the Supervisory Board:

1. Mr. Chu The Nga
2. Ms. Dang Thanh Tam

**Article 9.** Approval of the results of the additional election of members of the Supervisory Board and the list of elected members of Vinaship's Supervisory Board for the 2022–2027 term, comprising the following individuals:

1. Ms. Nguyen Thi Thu Hang
2. Ms. Ta Thi Hue

**Article 10.** Approve the update and supplementation of business lines; specifically as follows:

No.	Current business lines as stated in Vinaship's Enterprise Registration Certificate (ERC)	Current Code	Updated Business Line (per Decision No. 36/2025/QĐ-TTg dated September 29, 2025)	Updated Code	Remarks
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No.	Current business lines as stated in Vinaship's Enterprise Registration Certificate (ERC)	Current Code	Updated Business Line (per Decision No. 36/2025/QĐ-TTg dated September 29, 2025)	Updated Code	Remarks
1.	Sea and coastal freight transport	5012 (primary)	Sea and coastal freight transport	5012 (primary)	Unchanged
2.	Warehousing and storage	5210	Warehousing and storage	5210	Unchanged
3.	Other supporting transport activities (including: shipping agency, sea freight forwarding, cargo handling, tallying, customs brokerage, ship brokerage (excluding crew), maritime brokerage, ship supply services, logistics services, ticket agency, multimodal transport, container agency, port operation, ship management, etc.)	5229	Other supporting transport activities	5229	Unchanged, detailed description removed
4.	Provision and management of labor (including labor cooperation services)	7830			Removed
5.	Real estate business, land use rights owned, used or leased (including office leasing, office building management)	6810	Real estate business, land use rights owned, used or leased	6810	Unchanged, detailed description removed
6.	Short-term accommodation services (hotels, guesthouses, serviced apartments, etc.)	5510	Hotels and similar accommodation	5510	Updated, detailed description removed
7.	Other business support service activities not elsewhere classified (including import-export services)	8299	Other business support service activities not elsewhere classified	8299	Unchange, detailed description removed
8.	Road freight transport	4933	Road freight transport	4933	Unchanged
9.	Other specialized wholesale (including scrap and waste materials)	4669			Removed
10.	Repair and maintenance of transport equipment (excluding motor vehicles) (including marine vessels)	3315	Repair and maintenance of transport equipment (excluding motor vehicles)	3315	Unchanged, detailed description removed
11.	Cargo handling (railway, road, seaport, inland waterway)	5224	Cargo handling	5224	Unchanged, detailed description removed
12.	Agency, brokerage, and auction of goods (excluding insurance, securities, finance, real estate)	4610	Agency, brokerage, and auction of goods	4610	Unchanged, detailed description removed



No.	Current business lines as stated in Vinaship's Enterprise Registration Certificate (ERC)	Current Code	Updated Business Line (per Decision No. 36/2025/QĐ-TTg dated September 29, 2025)	Updated Code	Remarks
13.	Inland waterway freight transport	5022	Inland waterway freight transport	5022	Unchanged
14.	Maintenance and repair of motor vehicles	4520			Removed
15.	Wholesale of motor vehicle parts and accessories	4530			Removed
16.	Wholesale of solid, liquid and gaseous fuels and related products	4661	Wholesale of solid, liquid and gaseous fuels and related products	4671	Updated
17.	Retail sale of automotive fuel in specialized stores	4730	Retail sale of automotive fuel	4730	Updated
18.	Retail sale of other new goods in specialized stores	4773	Retail sale of other new goods (excluding motor vehicles, motorcycles and parts)	4773	Updated
19.	Activities of insurance agents and brokers (insurance agency)	6622	Activities of insurance agents and brokers	6622	Unchanged, detailed description removed
20.	Restaurants and mobile food service activities	5610	Restaurants and mobile food service activities	5610	Unchanged
21.	Service activities directly supporting railway transport	5221	Service activities directly supporting railway transport	5221	Unchanged
22.	Service activities directly supporting road transport	5225	Service activities directly supporting road transport	5225	Unchanged
23.			Service activities directly supporting inland waterway transport	5222	Added
24.			Freight transport agency activities	5231	Added
25.			Activities of employment placement agencies	7810	Added
26.			Temporary employment agency activities	7821	Added
27.			Other human resources provision	7822	Added
28.			Other real estate activities on a fee or contract basis	6829	Added
29.			Other short-term accommodation activities	5520	Added
30.			Wholesale of metals and metal ores	4672	Added
31.			Wholesale of construction materials and installation supplies	4673	Added

No.	Current business lines as stated in Vinaship's Enterprise Registration Certificate (ERC)	Current Code	Updated Business Line (per Decision No. 36/2025/QĐ-TTg dated September 29, 2025)	Updated Code	Remarks
32.			Other specialized wholesale not elsewhere classified	4679	Added
33.			Repair and maintenance of motor vehicles	9531	Added
34.			Wholesale of motor vehicle parts and accessories	4662	Added
35.			Retail sale of motor vehicles	4781	Added
36.			Retail sale of motor vehicle parts and accessories	4782	Added

+ The General Meeting of Shareholders assigns the Board of Directors of Vinaship, based on the contents approved by the General Meeting of Shareholders, to carry out the update, amendment, and supplementation of business lines in Clause 1, Article 5 of Vinaship's Charter on organization and operation.

**Article 11.** Approve the amendments to Vinaship's Charter on organization and operation relating to Clause 6, Article 2; Point a, Clause 2, Clause 3 and Clause 4, Article 3; Clause 6, Article 18; and Points a and b, Clause 6, Article 56; specifically as follows:

No.	Clause/Point	Current Charter	Amended Charter	Reason
<b>Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Company</b>				
1	Clause 6	Unless terminated prior to its term in accordance with Article 73 of this Charter, the Company's duration of operation is indefinite.	Unless terminated prior to its term in accordance with Article 74 of this Charter, the Company's duration of operation is indefinite.	Amendment to correct the cross-reference
<b>Article 3. Legal Representative of the Company</b>				
2	Point a, Clause 2	The first legal representative of the Company is the General Director, who shall have the rights and obligations of the Company's legal representative, except for the case specified in Point b, Clause 1 of this Article.	The first legal representative of the Company is the General Director, who shall have the rights and obligations of the Company's legal representative, except for the case specified in Point b, Clause 2 of this Article.	Amendment to correct the cross-reference
3	Clause 3	"If the authorization period specified in Clause 3 of this Article expires and the General Director has not returned to Vietnam and no	Deleted	Redundant content, overlapping with Clause 4.



No.	Clause/Point	Current Charter	Amended Charter	Reason
		other authorization is in place, the authorized person shall continue to exercise the rights and obligations of the legal representative until the General Director returns to work at the Company or until the Board of Directors decides to appoint another legal representative of the Company.		
4	Clause 4	If the authorization period specified in Clause 3 of this Article expires and the General Director has not returned to Vietnam and no other authorization is in place, the Chairman of the Board of Directors shall exercise the rights and obligations of the Company's legal representative until the General Director returns to work at the Company	If the authorization period specified in Clause 2 of this Article expires and the General Director has not returned to Vietnam and no other authorization is in place, the Chairman of the Board of Directors shall exercise the rights and obligations of the Company's legal representative until the General Director returns to work at the Company	Amendment to correct the cross-reference
<b>Article 18. Rights of Shareholders</b>				
5	Clause 6	Shareholders or groups of shareholders holding at least 01% of the total ordinary shares have the right, either in their own name or on behalf of VIMC, to initiate lawsuits regarding personal liability or joint liability against members of the Board of Directors and the General Director, to request the return of benefits or compensation for damages to VIMC or other parties in accordance with Article 166 of the Law on Enterprises.	Shareholders or a group of shareholders holding at least 1% of the total ordinary shares have the right, either in their own name or on behalf of Vinaship, to initiate legal action against members of the Board of Directors and the General Director, individually or jointly, to claim restitution of benefits or compensation for damages to Vinaship or other parties in accordance with Article 166 of the Law on Enterprises.	Including the name of another legal entity in Vinaship's Charter is inappropriate.
<b>Article 56. Duty of Honesty and Avoidance of Conflicts of Interest</b>				
6	Point a, Clause 6	For transactions with a value less than or equal to 35% of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction, as well as	For transactions with a value less than 35% of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction, as well as the	Amendment to ensure consistency and avoid conflict with Point q, Clause 2, Article 23 and Point b,

No.	Clause/Point	Current Charter	Amended Charter	Reason
		the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be reported to the Board of Directors and approved by a majority vote of disinterested Board members.	relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be reported to the Board of Directors and approved by a majority vote of disinterested Board members.	Clause 4, Article 57.
7	Point b, Clause 6	For transactions with a value greater than 35%, or transactions resulting in cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, the key contents of such transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of disinterested shareholders.	For transactions with a value of 35% or more, or transactions resulting in cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, the key contents of such transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of disinterested shareholders.	Amendment to ensure consistency and avoid conflict with Point q, Clause 2, Article 23 and Point b, Clause 4, Article 57.

**Article 12.** This Resolution shall take effect from the date of signing and issuance.

**Article 13.** The General Meeting assigns the Board of Directors, the Board of Supervisors, and the Executive Management of Vinaship to be responsible for directing and implementing the contents of this Resolution in accordance with the provisions of law and the Charter on the organization and operation of Vinaship.

**ON BEHALF OF THE SGM  
CHAIRMAN OF THE BOD**

**Recipients:**

- State Securities Commission
- Hanoi Stock Exchange
- Shareholders of Vinaship
- Members of the BOD, SB
- Executive Board
- Secretary Team



**Nguyen Ngoc Anh**