

## REPORT OF THE BOARD OF MANagements

*Operating results for the year 2025 and business plan for the year 2026*

To: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Charter of Ocean Group Joint Stock Company;
- Pursuant to Current situation.

The Board of Managements reports to the 2026 Annual General Meeting of Shareholders on the Company's 2025 business performance and the 2026 business plan, with the following key contents:

### I. OPERATING RESULT FOR THE YEAR 2025

#### 1. Assessment of operating results

With the plans approved by the General Meeting of Shareholders of the Company, and through the relentless efforts of all members, the Group has gradually overcome the difficult years and achieved positive results in 2025: production and business activities for food production and business units have been expanded in terms of both products and market size; the operations of hotel and service business units have begun to return to profitability after the impact of the Covid-19 epidemic, and although key real estate projects have not been re-started, complex bottlenecks are gradually being resolved for the immediate deployment of one project in 2026. The achieved results will create a premise for the stable development of the Group in the following years.

#### 1.1 Operating results for the year 2025

The operating results for the year 2025 are as follows:

*Unit: billion VND*

No.	Items	Actual 2024	Actual 2025	Plan 2025	Completion Ratio (%)
1	Total revenue	1,245	1,212	1,125	108%
2	Total expenses	998	1,054	1,030	102%
3	Total accounting profit before tax	247	158	95	166%
4	Profit after tax	215	123	61	202%

#### 1.2 Achievements in each sector

##### 1.2.1 Real estate activities

In late 2025 and early 2026, in accordance with the Ministry of National Defence's policy on building a military theatre, which includes the land area of project 25 Tran Khanh Du, Hoan Kiem, Hanoi, the Company has coordinated relevant tasks and is proposing to the Ministry of National Defence to arrange for the Company to implement another equivalent project as

the basis for liquidating the investment cooperation contract with its partner, the Border Guard Command.

In addition, OGC still has land funds in prime locations that have not been exploited, such as: the Grade A, 25-story office building project at 106, 3-2 Street, Ward 14, District 10, Ho Chi Minh City, with an area of 5,620m<sup>2</sup>; the StarCity Westlake Hotel project at 10 Tran Vu, Ba Dinh, Hanoi... OGC is still carrying out procedures to continue implementing these projects. In addition, Oceangroup has been approaching, researching, and seeking new projects that are suitable for the scale and purpose of the Group's real estate development.

### **1.2.2 Infrastructure investment and BOT project activities**

The BOT Company's operations remain relatively stable and profitable. In 2025, the BOT Company issued its first dividend to shareholders, exceeding 28 billion VND, after prioritizing cash flow for repayment of bank loans. The BOT Company is also working with competent State authorities regarding the expansion of the expressway from four to eight lanes, in accordance with the plan approved by the Prime Minister until 2030.

### **1.2.3 Hotel & Service activities**

Oceangroup owns two international-standard 5 star hotel brands, StarCity and Sunrise, with 2 hotels in Nha Trang City that hold much promise along with the potential for effective business exploitation as the negative impacts of recent years on the tourism and service industries have gradually subsided.

### **1.2.4 Food business operations**

The production and business of food, with its two units, Givral Bakery and Trang Tien Ice Cream, remains stable and has experienced strong growth, contributing a significant portion to the Group's revenue and profit from business operations. In the near future, the Group will continue to invest in expanding production, sales channels, and strengthening cost management to further increase revenue and profit from this sector.

### **1.2.5 Receivable collection**

In recent years, the Company has completed the documentation for accounts receivable and payable and has gradually processed some of these debts. However, these are all historical debts with little chance of recovery.

## **2. Financial situation**

### **2.1. Assets**

*Unit: billion VND*

<b>No.</b>	<b>Items</b>	<b>Year 2025</b>	<b>Year 2024</b>	<b>Ratio (%)</b>
I	Total assets	4,449	4,509	99%
1	Current assets	579	676	86%
2	Non-current assets	3,870	3,832	101%

## 2.2. Liabilities

Unit: billion VND

No.	Items	Year 2025	Year 2024	Ratio (%)
1	Liabilities	2,550	2,774	92%
<i>Key volatility indicators include:</i>				
1.1	<i>Other long-term payables</i>	<i>196</i>	<i>249</i>	<i>79%</i>
1.2	<i>Long-term borrowings</i>	<i>1,110</i>	<i>1,270</i>	<i>87%</i>

## 2.3 Major financial indicators

Unit: times

No.	Items	Year 2025	Year 2024
1	Solvency ratio		
	Current ratio	0.84	0.93
	Quick ratio	0.61	0.61
2	Capital structure ratio		
	Debt/Total assets ratio	0.57	0.62
	Debt/Owner's Equity ratio	1.34	1.60
3	Operation capability ratio		
	Inventory turnover	3.11	2.24
	Total asset turnover	0.25	0.22
4	Profitability		
	Profit after tax/Net revenue ratio	0.11	0.21
	Profit after tax/total capital ratio (ROE)	0.07	0.13
	Profit after tax/Total assets ratio (ROA)	0.03	0.05
	Profit from business activities/Net revenue ratio	0.14	0.09

At the end of 2023, member units increased capital and raised capital from banks to expand production and business activities, leading to an increase in total assets and long-term liabilities. Simultaneously, corresponding loan interest expenses reduced net profit from business activities in the short term.

Financial indicators related to the Group's business performance improved in 2025. In 2024, the profit target was higher due to the recognition of results from other activities, specifically the handling of outstanding debts amounting to approximately VND 178 billion. However, net profit from business activities in 2025 reached VND 158 billion, an increase of 83% compared to the previous year.

## II. BUSINESS PLAN FOR THE YEAR 2026

### 1. Objectives for the year 2026

#### *Vietnam's economic picture in Q1/2026: Broad-Based recovery and new challenges*

In Q1/2026, Vietnam's economy continued to maintain a broad-based recovery momentum as industrial production, investment, and international merchandise trade all grew positively.

However, against the backdrop of strong global economic fluctuations caused by geopolitical conflicts and the return of inflationary pressure, new challenges began to emerge in the domestic economic landscape: increased production costs, slow recovery of domestic consumer demand, misaligned trade structure, and increasing dependence on the FDI sector. Recovery is underway, but the foundation and sustainability of growth drivers have not been firmly consolidated.

#### *Geopolitical shocks and the return of inflationary pressure*

Entering 2026, the global economy is undergoing structural changes. The traditional global economic and political order is declining; geopolitical and geoeconomic competition is increasing; the risk of a technology bubble, especially in the field of artificial intelligence, may create shocks spreading to investment, capital markets, and growth.

The global economy had not yet stabilized after a monetary tightening cycle when it faced a new shock from the conflict in the Middle East. The disruption of strategic transport routes and the risk of narrowing energy supply pushed up oil prices and logistics costs sharply, putting great pressure on global trade and raising concerns about an impending economic crisis. The consequence is a new wave of cost-push inflation is forming, increasing global production costs and prolonging market uncertainty.

With a highly open economy like Vietnam, these shocks are transmitted quickly into the country through import prices, input costs, and international market demand. External fluctuations not only increase costs but also weaken the two key growth drivers of our economy: exports and consumption.

#### *Company's orientation in 2026 and the following years*

Building on the positive results achieved in the recent period, in 2026, the Company will continue to focus its resources on the following key activities:

- Firstly, leverage available land reserves and relaunch real estate projects in major cities such as Hanoi and Ho Chi Minh City. Simultaneously, the Group will pursue M&A activities involving potentially valuable new real estate projects, should opportunities arise.
- Secondly, continue to promote production and business activities at member units.

The main objectives for developing the 2026 business plan are as follows:

#### **a) Real Estate Projects and Investments**

- Focus existing resources from the Parent Company, member units within the Group, and capital mobilized from banks or investment cooperation partners to complete legal procedures and investment preparation in order to implement the Projects in the near

future. Among these, the Starcity Westlake Project at 10 Tran Vu, Ba Dinh, Hanoi is expected to be implemented in the second half of 2026.

- For other projects: continue to reassess legal aspects and feasibility to implement plans for continued investment or divestment in order to supplement capital for key projects, working capital for production and business activities, and payment of maturing debts.
- In parallel with the implementation of existing projects, the Company continues to seek to participate in investment cooperation in one to two new projects in the field of residential real estate, office for lease, etc.

**b) Hospitality and Food Production Businesses**

- Focus on upgrading existing hotel systems, pursuing M&A opportunities for new hotels to expand the ecosystem serving the needs of domestic and international customers.
- Maximize the expansion of sales channels, marketing, and online product promotion, shifting away from current traditional approaches.
- Implement promotional and customer support policies to maximize revenue and minimize operating costs, thereby maximizing profits for the Group.
- Invest in expanding production and markets for food production and trading activities.

**c) Equity/Stock Investment Activities**

- The Group will continue to restructure investments to replenish working capital for investment projects and expand production and business operations.
- Seek M&A investment opportunities in businesses that align with the Group's areas of operation and investment. Consider equity/stock investments and investment partnerships in the short and medium term.

**d) Debt Recovery**

Regarding bad debts that have been transferred off-balance sheet on the Company's financial statements, the Company continues to consider various methods for recovering these outstanding debts:

- The Company will continue to send payment requests, request meetings, demand payment plans, collateral information, and financial statements; conduct negotiations through various methods, and negotiate debt recovery; gather information about partners and prepare the necessary documents for initiating lawsuits or other debt recovery measures.
- Continue seeking partners to purchase non-performing loans, as approved by the GMS in previous years.
- Continue the process of initiating lawsuits against partners based on the Group's financial situation and the partners' ability to repay the debt.
- Implement other debt recovery measures: Based on the actual situation, the Company will file for bankruptcy or take other measures such as transferring debt files to the Investigative Police Agency if there is sufficient evidence of the partner's violation, etc.

**e) Payment of Outstanding Debts**

- The Company will continue to accelerate production and business activities, restructure investments, and strengthen the recovery/sale of outstanding debts to generate funds for the payment of urgent liabilities.

**f) Organizational Operations**

- Continue to implement measures to increase labor productivity, labor discipline, improve production and business efficiency, and prepare human resources to effectively meet the requirements of the job when implementing the Group's projects.

**g) Cost Management**

- Continue to implement strict cost management, reduce expenses, and focus resources on restructuring assets, outstanding debts, and developing real estate projects, and expanding production and business activities.

**2. Consolidated business plan targets for the year 2026**

*Unit: billion VND*

No.	Items	Plan 2026	Actual 2025
1	Total revenue	1,721	1,212
2	Total expenses	1,311	1,054
3	Total accounting profit before tax	410	158
4	Profit after tax	339	123

**3. Solutions for implementing business plan of the year 2026**

- The parent company will support its member units in completing legal procedures and financial plans to expedite the re-implementation of real estate projects.
- Effectively exploit existing real estate and premises to generate stable revenue for the Company.
- Continue to focus on restructuring the investment portfolio towards streamlined efficiency, divesting capital from investments that do not align with the Company's business orientation.
- Borrow capital from credit institutions based on trust and use collateral to secure capital mobilization.
- Manage costs economically and improve business efficiency, increasing profits. Research and strengthen cooperation and investment support activities with potential partners, and implement diverse and effective capital mobilization methods, in accordance with the Group's medium and long-term development orientation.
- Continue to improve the human resource management system, managing and evaluating the work performance of employees to help improve labor productivity.
- Continue to build and consolidate corporate culture, create a dynamic working environment to enhance labor productivity, and improve the spirit and attitude of employees in the Group. Simultaneously, ensure a compensation regime for employees commensurate with the capabilities of the staff and the market situation.
- Continue to fully and correctly implement the regulations on information disclosure of listed companies related to the operations of the parent company and its member units in accordance

with the regulations of the State Securities Commission, the Stock Exchange, and relevant legal regulations, ensuring transparency with shareholders and partners.

The above is the Report of the Board of Management on the implementation of the 2025 business plan and the 2026 business plan of Ocean Group Joint Stock Company. The Board of Management respectfully submits this report to the Company's Annual General Meeting of Shareholders for consideration and approval.

**Recipients:**

- *As above;*
- *Archived: Office.*

**GENERAL DIRECTOR**

**LE VU HAI**

## **REPORT OF THE BOARD OF DIRECTORS**

*Regarding the administration, activities of the Board of Directors in 2025,  
and operational plan of the BOD for the year 2026*

**To: GENERAL MEETING OF SHAREHOLDERS**

- *Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the 2019 Law on Securities and its guiding documents;*
- *Pursuant to Charter of Ocean Group Joint Stock Company;*
- *Pursuant to Current situation.*

The Board of Directors (“BOD”) of Ocean Group Joint Stock Company hereby reports to the General Meeting of Shareholders on the activities of the Company's Board of Directors in 2025 and the operational plan for the year 2026, with the following specific details:

### **I. Summary of management activities in the year 2025**

#### **1. Management and direction of business operations**

In 2025, the Company focused on promoting the production and business operations of its member units and restructuring the Group's production and business operations according to three main business segments: Real Estate; Hospitality and Services; and Food Production and Trading. Business results significantly exceeded the after-tax profit plan for 2025 approved by the General Meeting of Shareholders.

The BOD operates on a collective basis, complying with the provisions of law and the Company's charter. Specifically, members of the BOD have equal rights to participate in discussions, express opinions, and vote on matters requiring input. In the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Directors. In 2024, all matters submitted for consideration were approved by the BOD with a high degree of consensus among the BOD members.

In its role as the representative of shareholder interests, the BOD has upheld a strong sense of responsibility, working alongside the Board of management to direct the implementation of resolutions and targets set by the GMS. All BOD meetings were thoroughly prepared with documents and notifications provided to each member in advance. The BOD directed the Executive Board to implement system reforms, operate the Company transparently with a lean and efficient workforce, improve work efficiency, and minimize operating costs while ensuring improvements in the working environment and living standards for employees.

The BOD has issued numerous resolutions, directing the Board of Management to implement tasks in a specific and clear manner, concurrently monitoring the quality and progress of these tasks

towards a single goal: to consolidate and develop the Group's brand commensurate with the expectations of esteemed shareholders, partners, and employees.

**2. Board of Directors' assessment of the BOM's performance**

- The BOM has performed its duties in accordance with the Law on Enterprises and the Company's Charter.
- The BOM has proactively and diligently implemented the tasks and targets approved by the GMS. In its operations, it has consistently demonstrated a high sense of responsibility, overcoming difficulties to stabilize and develop the enterprise. The BOM has implemented measures to execute the business plan, strengthen financial management, etc., aiming for safe growth and sustainable development.
- The BOM has been proactive in its management, arranging key personnel of the Company, implementing sound salary policies, improving working conditions, and ensuring welfare benefits for employees.

**3. Activities of the Board of Directors**

**a. Members and structure of the Board of Directors: 05 members**

As per the number of BOD members approved by the GMS, the Company's BOD has 05 members, including 01 independent member, with the following operational information:

No.	Full name	Position	The date becoming/ceasing to be the member of the BOD	Number of meetings attended by BOD	Reasons for absence
1	Ms. Le Thi Viet Nga	Chairwoman/ Independent member	From 29/4/2022	11	
2	Mr. Le Dinh Quang	Member	From 28/2/2024	11	Appointed
3	Mr. Nguyen Duc Minh	Member	From 28/2/2024	11	Appointed
4	Mr. Nguyen Dung Minh	Member	From 28/2/2024	11	Appointed
5	Ms. Nguyen Thi Lan Huong	Member	From 2015	11	

**b. Activities of the Board of Directors in the year 2025**

**(i) General activities**

In 2025, the BOD issued resolutions approving several important policies regarding the operation and development orientation of the Group. The main activities are as follows:

- The BOD closely discussed and controlled issues related to business strategy, financial strategy, corporate culture, and the development of a management system with the BOM;
- Oversight of the BOM, ensuring the Company's operations are always tightly controlled, aligned with strategic direction, and that decisions are adjusted promptly to meet practical requirements;

- The BOD proposed solutions to help the BOM overcome certain challenges in the Company's operations, and effectively supervised and controlled the Company's compliance with the law;
- Other significant matters within the authority of the BOD.

(ii) **Oversight activities of the Board of Directors**

- Organize, direct, and oversee the BOM in strictly implementing the quarterly financial statements, semi-annual financial statements, annual financial statements, annual reports, and corporate governance reports.
- Organize, inspect, supervise, urge, and direct the BOM to fully implement the resolutions of the GMS and the resolutions of the BOD, ensuring the proper development direction of the enterprise.
- Supervise and direct the implementation of information disclosure, ensuring transparency and timeliness in accordance with regulations.

(iii) **Evaluation of Board of Directors meetings**

- The BOD adheres to the principle of collective work and majority approval. Resolutions of the BOD are passed when a majority of the members of the BOD vote or cast ballots in favor.
- BOD meetings have been convened and conducted in accordance with the procedures stipulated in the Company's Charter and the parent Company's governance regulations. Notices of meetings, records, documents, and voting ballots are fully sent to the members of the BOD and the Supervisory Board attending the meetings for reference and study as required. The contents of the meetings are fully and carefully discussed and evaluated by the members of the BOD to provide the best orientations and solutions for the Group.
- Total number of meetings: 11 (including written approvals).

c. **Activities of Independent members of the Board of Directors**

- Number of independent members of the BOD: 01 member;
- The independent members of the BOD have a high sense of responsibility, perform their roles correctly, and have proposed many solutions and made sound and timely decisions while complying with legal regulations;
- The independent members of the BOD have effectively performed the function of supervising and controlling the activities of the BOD, ensuring the objectivity, transparency, efficiency, and quality of the Board of Directors' decisions.

**II. Operating orientations of the Board of Directors for the year 2026**

Following a turbulent first half of 2025, marked by trade conflicts and protectionist policies in the US, as well as conflict and instability in the Middle East, the situation stabilized due to subsequent agreements and the reduction of import tariffs, albeit with slower global growth. In 2026, the world economy continued to exhibit a trend of decelerated growth, heightened uncertainty and risk, and escalating threats ranging from public debt to armed conflicts worldwide.

Building upon the positive results achieved in the past period, in 2026, the Company will continue to focus its resources on the following key activities:

- Firstly, focus on seeking capital sources according to the capital increase plan submitted to the General Meeting of Shareholders to serve the expansion of production, business operations, and M&A activities of member units.

- Secondly, re-implement one of the Corporation's Projects and continue to resolve legal issues of existing real estate projects. Simultaneously, the Corporation will conduct M&A activities for new potential real estate projects if opportunities arise.

The projected consolidated business plan targets for 2026 are as follows:

No.	Indicator	Amount (billion VND)
1	Total revenue	1,125
2	Total expenses	1,031
3	Total accounting profit before tax	94
4	Profit after tax	61

The Group still faces numerous challenges. The BOD continues to seek the trust and support of esteemed Shareholders and the dedication and collaboration of all employees to successfully complete the production and business plan, gradually returning OGC to the forefront and being recognized as a leading and effective business group.

The foregoing is the report of the BOD submitted to the GMS for consideration and approval.

Sincerely,

**Recipients:**

- As above;
- Archived: Office.

**ON BEHALF OF THE BOD  
CHAIRWOMAN**

**Le Thi Viet Nga**

## **APPENDIX 01: ACTIVITIES OF THE BOARD OF DIRECTORS MEMBERS IN THE YEAR 2025**

The Board of Directors operates on a collective basis, adhering to the provisions of the Law and the Company's Charter. Specifically, the members of the Board of Directors have the right to participate in discussions, express opinions, and vote on matters requiring their input equally. In the event of a tie, the final decision rests with the side that has the opinion of the Chairman of the Board of Directors. The specific activities of the Board of Directors members in 2025 are as follows:

**1. Ms Le Thi Viet Nga – Chairwoman, Independent member of BOD**

- Responsible for general direction, directing the development of quarterly work programs and plans for the Board of Directors; directing the preparation of programs, content, and documents for meetings of the Board of Directors and the General Meeting of Shareholders of the Company; Presiding over meetings of the Board of Directors and the General Meeting of Shareholders.
- Signing and issuing resolutions and decisions of the General Meeting of Shareholders; signing and issuing decisions on behalf of the Board of Directors and matters assigned by the Board of Directors according to the Company's corporate governance regulations.
- Exercising other rights and duties as stipulated in the Charter and internal regulations of the Company.

**2. Ms. Nguyen Thi Lan Huong - Member of BOD**

- Exercising rights and duties as stipulated in the Charter and internal regulations of the Company.

**3. Mr. Le Dinh Quang - Member of BOD**

- Exercising rights and duties as stipulated in the Charter and internal regulations of the Company.

**4. Mr. Nguyen Dung Minh - Member of BOD**

- Exercising rights and duties as stipulated in the Charter and internal regulations of the Company.

**5. Mr. Nguyen Duc Minh –Member of BOD**

- Exercising rights and duties as stipulated in the Charter and internal regulations of the Company.

**REPORT OF THE INDEPENDENT BOARD MEMBER**

*On the Board of Directors' activities in 2025*

**To: GENERAL MEETING OF SHAREHOLDERS**

- *Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the 2019 Law on Securities and its guiding documents;*
- *Pursuant to Charter of Ocean Group Joint Stock Company;*
- *Pursuant to Current situation.*

The Company's Board of Directors for the 2024 - 2029 term comprises 05 members, including 01 independent member. In 2025, the Board members actively participated in planning, compliance control, strategic review, and ensured good corporate governance practices. The independent Board member reported the performance results to the Annual General Meeting of Shareholders as follows:

**1. Board of Directors meetings**

- The Board of Directors meetings were convened and conducted according to a specific schedule. The documents were fully prepared, and the meetings and opinion polls were conducted in accordance with the Company's governance principles. The Board members fully and actively participated in the Board of Directors meetings. The contents of the meetings were discussed, reviewed, and carefully evaluated by the Board members to provide the best orientations and solutions for the Company.
- Issues related to business strategy, financial strategy, corporate culture, management system development, etc., were thoroughly discussed and controlled between the Board of Directors and the Board of Management. The Company's operational execution process was carried out according to clear decentralization regulations, and risks were always analyzed and identified promptly to ensure the Company's stable, safe, and compliant operation with legal regulations and the achievement of the plans approved by the General Meeting of Shareholders.

**2. Oversight of the Board of Management's activities by the Board of Directors**

- Overall, the Board of Directors has effectively supervised the Board of Management, ensuring that the Company's operations are always aligned with the strategic direction approved by the General Meeting of Shareholders and adjusting decisions promptly to suit the actual situation.
- The Board of Directors paid particular attention to risk management solutions, assisting the Board of Management in identifying areas for improvement early on (if any), thereby helping the Company maintain sustainability and stability in its operations, protecting the interests of shareholders and investors.

### **3. Overall assessment of the Board of Directors' performance**

- The Board of Directors' activities in 2025 were based on plans approved by the General Meeting of Shareholders (GMS), complying with the Company's Charter, Governance Regulations, and corporate governance best practices and standards.
- All members of the Board of Directors demonstrated a high sense of responsibility and diligence in performing their duties to maximize the interests of the Company and its shareholders.
- The Board of Directors provided timely and effective guidance and proposed solutions to help the General Management Board overcome certain challenges in the Company's operations, and effectively supervised and controlled the Company's compliance with the law.
- The Board of Directors led and managed the Company to exceed the profit target approved by the GMS, despite facing numerous difficulties in expanding production and business activities at member units.

**Independent Board Member**

**Le Thi Viet Nga**

**REPORT OF THE BOARD OF SUPERVISORS**  
*Operating results for the year 2025 and plan for the year 2026*

- Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the 2019 Law on Securities and its guiding documents;
- Pursuant to Charter of Ocean Group Joint Stock Company;
- Pursuant to Current situation.

The Board of Supervisors (BOS) hereby reports to the General meeting of Shareholders regarding the report on the results of operations for the year 2025 and the operating plan for the year 2026, as follows:

**1. STRUCTURE AND ACTIVITIES OF BOARD OF SUPERVISORS**

**1.1. Members of Board of Supervisors**

The personnel of the Board of Supervisory as of 2025 and up to the date of this report are as follows:

No.	Full name	Position	The date becoming/ceasing to be the member of the BOS	Number of meetings attended by BOS	Reasons for absence
1	Ms. Duong Thi Mai Huong	Head of BOS	Form 28/2/2024	04	
2	Ms. Le Thi Bich Hanh	Member	From 28/2/2024	04	
3	Ms. Tran Thi Chung	Member	From 28/2/2024	04	

**1.2. Activities of the Board of Supervisors in the year 2024**

The Board of Supervisory of the Company operates on a collective basis, adhering to the provisions of the Law and the Company's Charter. The members of the BOS maintain an independent relationship, free from mutual dependence. Throughout 2025, the BOS members coordinated and collaborated in their common work while fulfilling the responsibilities, rights, and duties of the BOS. The Head of the BOS coordinates the general work of the BOS but does not have the power to dominate the other members.

In 2025, the BOS held 04 meetings with 100% attendance from all members, and there was consensus among the BOS members during the execution of their tasks. The BOS fulfilled the tasks assigned by the General Meeting of Shareholders and operated proactively in accordance with the law and the Company's Charter, specifically as follows:

- Assigned representatives to attend the meetings of the Board of Directors (BOD) as required, reviewed documents sent for the BOD's opinion;
- Supervised the implementation of Resolutions of the General Meeting of Shareholders;
- Reviewed the contents of submissions and reports from the Board of Management (BOM) submitted to the Company's BOD;
- Organized the review of financial and business summary reports prepared by the BOM and the Company's Finance and Accounting Department;
- Proposed a list of independent auditing firms that meet the standards for auditing listed companies as required, for the BOD to submit to the General Meeting of Shareholders for approval;
- Organized periodic meetings of the BOS to discuss and evaluate the Company's activities;

Overall, in the course of performing its duties, the BOS received favorable conditions from the BOD and the General Director to complete its tasks.

## **2. MONITORING RESULTS OF THE BOARD OF DIRECTORS AND MANAGEMENT**

### **2.1. Activities of the Board of Directors**

- The Company's BOD has held meetings and collected written opinions in accordance with the Law on Enterprises and the Company's Charter. The BOD has issued resolutions in compliance with the provisions of law and the Company's Charter.
- The BOD has consistently monitored the activities of the BOM, promptly providing orientations and guidance to improve the Company's operational efficiency.
- In the course of its activities, the BOD directed and supervised the BOM in organizing the implementation of the General Meeting of Shareholders' Resolutions and the Board of Directors' Resolutions.

### **2.2. Activities of the Board of Management**

- The BOM promptly implemented the resolutions of the BOD.
- The BOM has made significant efforts to ensure the maintenance of production and business activities, management, and the effective utilization of the Company's existing capital, assets, and labor resources, fulfilling obligations to the State and implementing policies and regulations for employees.

## **3. ACTIVITIES OF THE BOARD OF SUPERVISORS**

The Board of Supervisors operates proactively in accordance with the provisions of law and the Company's Charter, specifically:

- Attending meetings of the BOD as prescribed, reviewing the meeting documents of the BOD and documents attached to the opinion solicitation forms of the BOD;
- Reviewing the financial and business summary reports prepared by the BOM and the Company's Finance and Accounting Department;
- The BOS has conducted the inspection and supervision of the BOD and the BOM in the management and administration of the Company in accordance with the provisions of law and the Company's Charter;
- The BOS has cooperated well with the BOD and the BOM, promptly grasping the operational situation of the Company.

## Results of the appraisal of the 2025 financial statements of the Company:

- The BOS reviews the separate and consolidated financial statements prepared internally on a periodic basis, as well as reviewed financial statements and audited financial statements. The appraisal is based on the internal control processes throughout the year and the draft audited financial statements.
- The Company's consolidated financial statements are prepared based on the consolidation of the financial statements of the parent company and its subsidiaries, and are currently being audited by CPA Vietnam Auditing Company Limited.
- The Report fairly presents, in all material respects, the consolidated financial position of the Company as at December 31, 2025, as well as its consolidated results of operations and cash flows for the financial year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations pertaining to the preparation and presentation of consolidated financial statements.
- Some key financial ratios assessing the Company's financial situation for the financial year ended December 31, 2025:

*Unit: billion VND*

No.	Items	Holding	Consolidated
1	Total assets	1,551	4,449
2	Total liabilities	936	2,550
3	Owners' equity	615	1,899
4	Total revenue	43	1,212
5	Total expenses	(8)	1,054
6	Total accounting profit before tax	51	158
7	Profit after tax	51	123

#### 4. REMUNERATION OF THE BOARD OF SUPERVISORS IN 2025

No.	Member	Plan (VND/person/month)	Number of member	Actual amount
1	Head of BOS	10,000,000	1	120,000,000
2	Member of BOS	5,000,000	2	120,000,000
	<b>Tổng cộng</b>		<b>03</b>	<b>240,000,000</b>

#### 5. CONCLUSION AND RECOMMENDATIONS

The BOD and the BOM need to develop restructuring plans, mobilize capital to promptly implement existing projects, and seek new projects to create strong development momentum in the near future.

#### 6. ORIENTATION AND TASKS OF THE BOARD OF SUPERVISORS IN 2026

To enable the Board of Supervisors to continue fulfilling its inspection and supervision duties in accordance with the Company Charter and the mandates assigned by the General Meeting of Shareholders, the Board of Supervisors in 2026 needs to focus on the following key tasks:

- Periodically inspect and supervise the implementation and compliance with the policies and regulations of the State, the Company Charter, Resolutions of the General Meeting of Shareholders, and resolutions and decisions issued by the Company's Board of Directors;

- Review and verify periodic financial statements
- Monitor and control the implementation of the Company's internal regulations.
- Perform other ad-hoc tasks requested by the Board of Directors or shareholders within the scope of the Board of Supervisors' functions as stipulated.
- Based on the inspection of the entire Company's operations, the Board of Supervisors will propose to the BOD and BOM adjustments and additions to solutions to ensure tight and proper management, avoiding legal risks in the operation process.

The above is the Report on the Performance Results in 2025 and the Operating Plan for the year 2026 of the Board of Supervisors, respectfully submitted to the General Meeting of Shareholders.

**Recipients:**

- *As above;*
- *Archived: Office.*

**ON BEHALF OF THE BOS**

**Duong Thi Mai Huong**

## APPENDIX 01

### ACTIVITIES OF THE BOARD OF SUPERVISORS MEMBERS IN 2025

The Board of Supervisors of Ocean Group Joint Stock Company operates on a collective basis, in compliance with the provisions of Law and the Company's Charter. The BOS members have an independent relationship and are not dependent on each other. In 2025, the BOS members coordinated and collaborated in common tasks during the performance of the responsibilities, rights and duties of the BOS. The BOS operates on a collective basis, in compliance with the provisions of Law and the Company's Charter. The specific activities of the members of the BOS in 2025 are as follows:

1. **Ms. Duong Thi Mai Huong – Head of BOS**

- Responsible for overall direction, directing the development of quarterly operating programs and plans for the BOS; directing the preparation of programs, content, and documents for the BOS meetings and serving the Company's General Meeting of Shareholders; Presiding over the BOS meetings.
- Representing the BOS to attend meetings of the Company's Board of Directors.
- Exercising other rights and duties as stipulated in the Charter and the Supervisory Board's operating regulations and the Company's internal regulations.

2. **Ms. Le Thi Bich Hanh – Member of BOS**

- Exercising other rights and duties as stipulated in the Charter and the Supervisory Board's operating regulations and the Company's internal regulations.

3. **Ms. Tran Thi Chung Bà Trần Thị Chung – Member of BOS**

- Exercising other rights and duties as stipulated in the Charter and the Supervisory Board's operating regulations and the Company's internal regulations.

No: 05/2026/TT-BKS

HaNoi, April 24, 2026

**PROPOSAL**

*Re: Adoption of audited financial statements for the year 2025*

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Charter of Ocean Group Joint Stock Company;

The Board of Directors respectfully submits to the Shareholders' General Meeting for approval the separate and consolidated financial statements for the year 2025, audited by CPA Vietnam Auditing Company Limited, with the following key financial indicators:

No.	Items	Holding	Consolidated
1	Total assets	1,551	4,449
2	Total liabilities	936	2,550
3	Owner's equity	615	1,899
4	Total revenue	43	1,212
5	Total expenses	(8)	1,054
6	Total net profit before tax	51	158
7	Profits after corporate income tax	51	123

*(Detailed financial statements are available on the website: <http://oceangroup.vn>)*

The Board of Directors respectfully submits this matter to the Annual General Meeting of Shareholders for consideration, opinion, and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: Office.

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**

No: 06/2026/TT-BKS

HaNoi, April 24, 2026

**PROPOSAL**

*(Re: Selection of Audit firm for fiscal year 2026)*

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Charter of Ocean Group Joint Stock Company;

The Board of Supervisory of Ocean Group Joint Stock Company, in accordance with the obligations stipulated in the Company Charter and relevant legal regulations, respectfully submits to the Annual General Meeting of Shareholders for approval the selection of an independent auditing firm to audit the Company's financial statements for the year 2026, in accordance with the law, as follows:

**I. Criteria for selecting an auditing firm**

1. The auditing firm must be approved by the State Securities Commission to audit issuers, listed companies, and securities business organizations.
2. The auditing team must have qualified and experienced auditors.
3. The firm must have a reputation for audit quality.
4. The firm must meet the company's requirements regarding the scope and schedule of the audit; and
5. The audit fee must be reasonable and commensurate with the audit quality, based on a review of the audit fee proposals and the scope of the audit.

**II. List of auditing firms**

Based on the selection criteria above, the Board of Supervisory respectfully submits to the Annual General Meeting of Shareholders for consideration and approval a list of auditing firms to be considered for appointment as the auditor for the fiscal year 2026 of the Company, including auditing firms on the list of auditing firms approved by the SSC for auditing public interest entities in the securities sector in 2026.

**III. Proposal of the Board of Supervisory**

1. The Board of Supervisory respectfully submits the above selection criteria and list of auditing firms for approval by the Annual General Meeting of Shareholders.
2. The Board of Supervisory respectfully requests the Annual General Meeting of Shareholders to assign and authorize the Board of Directors to select one of the auditing firms mentioned above.

The Board of Supervisory respectfully submits this matter to the Annual General Meeting of Shareholders for consideration, opinion, and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: Office.

**On behalf of Board of Supervisory  
Head of Board of Supervisory**

**Duong Thi Mai Huong**

No: 07/2026/BC\_HĐQT

HaNoi, April 24, 2026

**REPORT**

**(Re: Implementation of Remuneration Payment for the Board of Directors  
and Board of Supervisory in 2025)**

**To: GENERAL MEETING OF SHAREHOLDERS**

**Pursuant:**

- Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020
- Charter of Ocean Group Joint Stock Company;
- Resolution of the AGM No. 01/2025/NQ-DHĐCD dated June 27, 2025
- Current situation.

The Board of Directors of Ocean Group Joint Stock Company (“OGC”) reports to the 2026 Annual General Meeting of Shareholders regarding the implementation of remuneration payments to the Board of Directors and the Board of Supervisory for 2025 as follows:

Unit: VND

No.	Contents	Plan 2025 (VND/person/month)	Number of Members	Actual 2025 (Pre-tax)
<b>A</b>	<b>Board of Directors remuneration</b>		<b>5</b>	<b>1.080.000.000</b>
1	Chairwoman	50.000.000	1	600.000.000
2	Member	10.000.000	4	480.000.000
<b>B</b>	<b>Board of Supervisory remuneration</b>		<b>3</b>	<b>240.000.000</b>
1	Head	10.000.000	1	120.000.000
2	Member	5.000.000	2	120.000.000
<b>C</b>	<b>Total</b>			<b>1.320.000.000</b>

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration, opinion, and approval.

Sincerely!

**Recipients:**

- As above;
- Archived: Office.

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**

**PROPOSAL**  
*(Re: Approval of the Remuneration Plan for the Board of Directors  
and Board of Supervisory for the year 2026)*

**To: GENERAL MEETING OF SHAREHOLDERS**

**Pursuant:**

- *Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Charter of Ocean Group Joint Stock Company;*
- *Ocean Group Joint Stock Company's business plan for the year 2026;*
- *Current situation.*

The Board of Directors of Ocean Group Joint Stock Company (“OGC”) would like to submit to General Meeting of Shareholders (“GMS”) for approval the remuneration plan for the Board of Directors and Board of Supervisory for the year 2026 as follows:

Unit: VND

<b>No.</b>	<b>Contents</b>	<b>Remuneration plan of 2026 (VND/person/month)</b>	<b>Number of Members</b>	<b>Remuneration 2025 (Pre-tax)</b>
<b>A</b>	<b>Board of Directors remuneration</b>			<b>1,080,000,000</b>
1	Chairwoman	50,000,000	1	600,000,000
2	Member	10,000,000	4	480,000,000
<b>B</b>	<b>Board of Supervisory remuneration</b>			<b>240,000,000</b>
1	Head	10,000,000	1	120,000,000
2	Member	5,000,000	2	120,000,000
<b>C</b>	<b>Total</b>			<b>1,320,000,000</b>

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration, opinion, and approval.

Sincerely!

**Recipients:**

- *As above;*
- *Archived: Office.*

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**

**PROPOSAL**

*(Re: Profit Distribution for the year 2025)*

**To: GENERAL MEETING OF SHAREHOLDERS**

**Pursuant:**

- *Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020*
- *Charter of Ocean Group Joint Stock Company;*
- *Ocean Group Joint Stock Company's audited financial statement of 2025.*

The Board of Directors of Ocean Group Joint Stock Company would like to submit to General Meeting of Shareholders for approval of profit distribution for the year 2025, with detail as follows:

No.	Contents	Amount (VND)	Distribution Yield (%)
<b>I</b>	<b>Charter capital</b>	<b>3,000,000,000,000</b>	
<b>II</b>	<b>Profit Distribution Plan for 2025</b>		
1	Profit after tax of the Parent Company in 2025 on the consolidated financial statements	67,112,139,369	
2	Profit after tax of the Parent Company in 2025 on the separate financial statements	51,358,636,290	
3	Appropriation for bonus and welfare fund	0	0%
4	Appropriation for Investment and Development Fund	0	0%
5	Profit after tax of the Parent Company used to offset accumulated losses from prior years	51,358,636,290	100%

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration, opinion, and approval.

Sincerely!

**Recipients:**

- *As above;*
- *Archived: Office.*

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**

## **PROPOSAL**

*(Re: voting on several items at the Annual General Meeting of Shareholders  
of One Capital Hospitality Joint Stock Company)*

**To: GENERAL MEETING OF SHAREHOLDERS**

**Pursuant:**

- *Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020*
- *Charter of Ocean Group Joint Stock Company;*
- *The 2026 Annual General Meeting Documents of One Capital Hospitality Joint Stock Company, announced on April 9, 2026, for the meeting held on May 21, 2026, are available on the website <https://och.vn/quan-he-co-dong/>.*

**I- Current status**

**1. Information on the Company's investment in One Capital Hospitality Joint Stock Company (OCH)**

- OCH is currently a listed company on the HNX with a charter capital of VND 2,000 billion. OGC currently holds 111,194,552 shares, accounting for 55.6% of OCH's total shares.
- Some financial information of OCH is as follows:

*Financial Indicators*

<b>No.</b>	<b>Indicators</b>	<b>31/12/2025 (VND billion)</b>	<b>31/12/2024 (VND billion)</b>
1	Total Assets	3,786	3,853
2	Total Liabilities	1,733	1,939
3	Equity	2,053	1,914
	<i>(including: minority interests)</i>	<i>434</i>	<i>373</i>

*Business performance indicators*

<b>No.</b>	<b>Indicators</b>	<b>Plan 2025 (VND billion)</b>	<b>Actual 2025 (VND billion)</b>	<b>Plan 2026 (VND billion)</b>
1	Total Revenue	1.098	1.156	1.704
2	Total Expenses	1.017	1.024	1.296
3	Profit Before Tax	81	132	407
4	Profit After Tax	47	97	365

**2. Information on some contents at OCH's 2026 Annual General Meeting of Shareholders**

- On April 9, 2026, OCH disclosed information on the documents of the 2026 Annual General Meeting of Shareholders held on May 21, 2026, with some main contents as follows:
- Approving the Report on the results of production and business operations in 2025 and the production and business plan for 2026
- Approving the Report on the activities of the Board of Directors in 2025
- Approving the Report of the Supervisory Board on operations in 2025
- Approving the Audited Financial Statements for the year 2025
- Approving the Proposal on Approving remuneration for members of the Board of Directors and the Supervisory Board
- Approving the Proposal on the selection of an auditing firm for the financial year 2026
- Approving the Profit Distribution Plan for 2025
- Approving the Proposal on the implementation of investment transactions to expand business through the purchase of shares/capital contributions in the target company (*OCH's Proposal attached*)
- Approving the Proposal on Approving a plan to offer private placement of shares to increase charter capital (*OCH's Proposal attached*)
- Approving the Proposal on waiving a public tender offer for investors of Ocean Group Joint Stock Company (*OCH's Proposal attached*)
- Approving the Proposal on waiving a public tender offer for investors of Leadvisors Capital Joint Stock Company (*OCH's Proposal attached*)
- Approving the Proposal on Amending the Charter and Changing the Company's business registration.

## II- Assessment

### 1. The investment in OCH is a material investment of OGC.

- OGC currently has investments in other entities with the following information:

No.	Investee	Investment Amount (VND billion)	Provision	Actual Ownership Percentage	Operational Status Notes
1	One Capital Hospitality JSC	1,101	212.15	55.60%	Operating
2	Dai Duong Natural Resources Development JSC	11.31	11.31	75.05%	Ceased Operations
3	INFO Commodity Exchange	2.82	2.82	100%	Ceased Operations

4	TKD Vietnam Real Estate Investment and Trading Co., Ltd.	0,04	0,04	100%	Ceased Operations
5	Hanoi – Bac Giang BOT Investment JSC	104.23	0	21%	Operating
6	PVR Hanoi Investment JSC	18.18	14.36	6.14%	Operating
7	Fafilm Ho Chi Minh City JSC	3.57	0	25%	Operating

The investment in OCH, with a post-provision value of VND 889 billion, accounts for 57.3% of OGC's total asset value on the separate financial statements as of December 31, 2025.

- Given the total assets, revenue, and profit as presented in section I.1, OCH constitutes a significant proportion of the total assets and business results on OGC's consolidated financial statements. Specific information for the year 2025 is as follows:

No.	Items	OCH (VND billion)	OGC (VND billion)	Percentage (%)
1	Total Assets	3.786	4.449	85%
2	Total Revenue	1.098	1.212	91%
3	Total Expenses	1.017	1.024	99%
4	Profit Before Tax	81	158	51%
5	Profit After Tax	47	123	38%

## 2. OCH needs to increase its capital to expand its production and business operations.

- With a strategy of expanding investment into core business activities, OCH, after working with partners, has submitted a plan to raise VND 2,500 billion by issuing 250,000,000 shares to professional securities investors at a price of VND 10,000 per share. The purpose of the capital increase is for OCH to use it for investment in companies with brands, reputation, good business operations, and high-value real estate portfolios to enhance OCH's competitiveness, creating a foundation for sustainable, safe, and effective development of OCH. Detailed information about OCH's investment plan is available in OCH's reports and submissions presented to the OCH General Meeting of Shareholders, which have been disclosed on the website <https://och.vn/quan-he-co-dong/>.
- In OCH's capital increase plan, Leadvisors Capital Group, a shareholder currently owning 16.32% of OCH's shares, is interested in buying 130,000,000 shares to increase its ownership to 36.14% if the capital increase plan is successful.
- According to the proposed capital increase plan, OGC will participate in purchasing 120,000,000 shares, and OGC's ownership ratio if participating in the capital contribution and OCH's issuance plan is successful will be 51.38%. In the event that OCH carries out a capital increase but OGC does not participate in contributing capital, OGC's ownership ratio in OCH may decrease below 50%.

## 3. OGC's ability to contribute capital in case of OCH's capital increase

- Based on OGC's actual financial situation, OGC does not have long-term capital sources to contribute to OCH if OCH increases its capital. Accordingly, if OGC wants to contribute capital, it also needs to mobilize capital through methods such as borrowing/receiving investment entrustment/receiving investment cooperation/increasing capital.

- However, borrowing or mobilizing financial resources from outside sources is not effective because OGC does not have collateral, or cash flow to repay principal and interest. Accordingly, the Board of Directors seeks shareholders' opinions on increasing capital through a private placement of shares to increase the Company's charter capital.

### III- **Proposal**

Based on the above actual situation and the provisions of the Enterprise Law and the Company's Charter, the Board of Directors respectfully reports and requests the General Meeting of Shareholders to consider and approve:

1. Approving the unanimous vote on OCH's Submission No. 09/2026/TL-ĐHĐCĐ dated April 8, 2026, on "Approving the plan to offer private placement of shares to increase the Company's charter capital."
2. The General Meeting of Shareholders assigns and authorizes the representative of OGC's capital contribution at OCH to carry out the procedures for voting to approve the contents at the General Meeting of Shareholders of OCH related to the policy of increasing OCH's capital, which was approved by the General Meeting of Shareholders in item 1 above.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration, comments, and approval.

Sincerely!

**Recipients:**

- *As above;*
- *Archived: Office.*

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**

## **PROPOSAL**

***Re: Plan for private placement of shares to increase the Company’s charter capital***

**To: THE GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding, amending, and supplementing legal documents;*
- *Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021, and its guiding, amending, and supplementing documents*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of several articles of the Law on Securities and its amending, supplementing documents;*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020 guiding certain matters on offering, issuance of securities, tender offers, share repurchase, registration of public companies, and delisting of public companies;*
- *The Charter of Ocean Group Joint Stock Company;*
- *Pursuant to actual circumstances.*

The Board of Directors (“**BOD**”) of Ocean Group Joint Stock Company respectfully submits to the General Meeting of Shareholders (“**GMS**”) for consideration and approval of Plan for private placement of shares to increase the Company’s charter capital, details are as follows:

### **I. PURPOSE OF THE OFFERING**

The Plan for private placement of shares aims to raise capital contribution to One Capital Hospitality Joint Stock Company (“**OCH**”) to serve investment, trading, and merger and acquisition activities of companies with reputable brands, good business operations, and high-value real estate portfolios of OCH; thereby enhancing the Ocean Group's competitiveness, creating a foundation for sustainable, safe, and effective development of the Ocean Group.

### **II. SHARE PRIVATE PLACEMENT PLAN**

- Name of the Issuer : Ocean Group Joint Stock Company
- Stock name : Stock of Ocean Group Joint Stock Company
- Ticker symbol : OGC
- Stock type : Common share

- Par value : 10,000 VND per share
- Charter capital before issuance : 3,000,000,000,000 VND.
- Total number of shares before issuance : 300,000,000 shares.
- Expected number of shares to be issued : 120,000,000 shares
- Total stock value (at par) : 1,200,000,000,000 VND
- Issue price : 10,000 VND per share
- Total expected proceeds from the issuance : 1,200,000,000,000 VND
- Expected charter capital after issuance : 4,200,000,000,000 VND
- Issuance method : Private placement
- Eligible participants : Professional securities investors and strategic investors. Investors include domestic and foreign organizations and individuals.
- Selection criteria for Investors :
  - Professional Securities Investors:
  - Criteria: Must satisfy the standards and conditions of a Professional Securities Investor as prescribed in Article 11 of the Law on Securities No. 54/2019/QH14.
  - List of Investors: Not exceeding 20 professional securities investors.
  - Offerees:
    - + The GMS authorizes the BOD to select investors who meet the criteria of professional securities investors in accordance with applicable laws;
    - + The GMS authorizes the BOD to determine the number of shares to be allocated to each professional securities investor.

- Transfer restrictions : The shares from the private placement shall be restricted from transfer for 01 (one) year for professional securities investors, effective from the completion date of the offering. Exceptions include transfers between professional securities investors or those conducted under a legally effective court judgment/decision, an arbitration award, or inheritance as prescribed by law.
  
- Expected offering time : Expected in 2026, following written approval from the State Securities Commission (SSC).  
  
The GMS assigns and authorizes the BOD to determine the appropriate timing for the private placement in compliance with relevant laws to ensure the interests of the shareholders and the Company.
  
- Minimum success rate and Capital : The minimum success rate is not regulated. In the event that the shares are not fully distributed or the shortfall remediation plan issuance period is longer than expected, the BOD shall flexibly consider utilizing other supplementary capital sources.
  
- Handling of undistributed shares (if any) : The GMS assigns and authorizes the BOD to decide on the allocation of any remaining shares unsubscribed by investors who have registered but failed to make payment (if any), or to terminate the offering in order to complete the issuance, subject to the following principles:
  - + The offerees must be professional securities investors;
  - + The offering price shall not be lower than VND 10,000 per share.

If suitable investors cannot be identified, or the progress of the offering and the intended use of proceeds cannot be ensured, the BOD shall have the authority to terminate the offering.
  
- Public bidding : In the event that the aforementioned offering entity is required to conduct a public bidding, the GMS approves the exemption from the public tender offer procedure as stipulated in the Law on Securities if

the purchase of such quantity results in the ownership ratio reaching or exceeding the ownership ratios stipulated in Clause 1, Article 35 of the Law on Securities.

- Plan to ensure compliance with : The GMS assigns and authorizes the BOD to approve the plan to ensure that the share offering complies with the foreign ownership ratio regulations.

### III. PLAN FOR THE USE OF PROCEEDS FROM THE OFFERING

The total expected proceeds from the issuance will be used to supplement the Company's investment activities, specifically as follows:

No.	Expected Investment Target	Number of Shares	Investment Value (VND)	Expected Disbursement Timeline	Method of Utilization
1	Shares of One Capital Hospitality JSC	120,000,000	1,200,000,000,000	Within 2026, upon completion of the issuance.	Payment for share acquisition
	<b>Total</b>	<b>120,000,000</b>	<b>1,200,000,000,000</b>		

The GMS assigns and authorizes the Board of Directors of the Company to develop a detailed plan for the use of capital; and at the same time, based on the offering results, the Company's business operations, and specific investments, to allocate capital and/or amend, supplement, and adjust the capital use plan in accordance with the Company's actual business situation and to ensure the interests of shareholders.

In the event that OCH does not fully utilize the investment capital raised from the offering, the Board of Directors reserves the right to use the remaining proceeds to supplement the Company's working capital, ensuring compliance with legal regulations.

### IV. APPROVAL OF CHARTER CAPITAL INCREASE PROCEDURES AND AMENDMENTS TO THE CHARTER REGARDING CAPITAL CONTENT

1. Approval of the assignment and authorization for the Legal Representative ("Legal Rep.") of the Company to perform all necessary procedures for the registration of the increase/change in the Company's charter capital with the State Securities Commission (SSC), the Business Registration Authority, and other competent State agencies (if any) in accordance with the law.
2. Approval of the upward adjustment of the charter capital level stipulated in the Charter, corresponding to the actual results of the private placement and the actual charter capital upon completion of the offering. Accordingly, following the completion of the private placement and the statutory capital increase procedures, the Legal Rep./Chairman of the Board of Directors is authorized to sign and issue the newly amended Charter, in which the sole amendment compared to the current Charter shall be the Company's charter capital amount.

## **V. APPROVAL OF ADDITIONAL DEPOSITORY REGISTRATION AND ADDITIONAL LISTING REGISTRATION**

The GMS hereby approves the additional depository registration at the Viet Nam Securities Depository and Clearing Corporation (VSDC) and the additional listing registration on the Ho Chi Minh City Stock Exchange (HOSE) for the total number of shares actually issued and sold from this private placement.

## **VI. APPROVAL OF THE ASSIGNMENT AND AUTHORIZATION FROM THE GMS TO THE BOD**

In addition to the authorization contents specified in the detailed share offering plan, the GMS hereby assigns and authorizes the BOD to perform the following tasks:

1. Decide on detailed matters related to the private placement plan, including but not limited to amending, supplementing, or adjusting the plan's details as necessary based on the Company's actual situation, the stock market conditions at the time of issuance, and/or requirements from competent State authorities to ensure the success of the offering in compliance with relevant laws and the interests of the Company and its shareholders.
2. Decide on the specific timing of implementation and the specific number of shares to be offered in accordance with the offering plan, the Company's actual situation, and the approval of the State Securities Commission (SSC).
3. Decide on detailed matters regarding share distribution procedures to investors as per the offering plan.
4. Decide on detailed matters related to the allocation, balancing, and detailed plan for the use of proceeds from the private placement, consistent with the Company's actual situation and the capital use purposes approved by the GMS. In the event of changes to the capital use plan, the BOD shall report to the GMS at the nearest meeting.
5. Decide on detailed matters regarding the procedures for additional depository registration at the Viet Nam Securities Depository and Clearing Corporation (VSDC) and additional listing on the Ho Chi Minh City Stock Exchange (HOSE) for the total number of shares actually issued, in accordance with the law.
6. Decide on the contents of the application dossiers for the private placement, additional depository registration, additional listing, and any other documents, contracts, or agreements arising from or related to the implementation of the offering plan.
7. Decide on detailed matters regarding procedures for amending the Charter, adjusting the Establishment and Operation License, and the Enterprise Registration Certificate to record/update the Company's new charter capital upon completion of the offering.
8. Decide on detailed expenses related to or arising from the Company's private placement.
9. Decide on all other matters and perform all necessary procedures (if any) to ensure the successful execution of the private placement to increase charter capital as approved by the GMS.

In case of necessity, the BOD is entitled to sub-authorize part or all of the aforementioned contents.

The BOD shall report the results of the private placement and the charter capital increase to the GMS at the nearest meeting.

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

Sincerely,

**Recipients:**

- *As above;*

- *Archived: Office.*

**On behalf of Board of Directors**

**Chairwoman**

**Le Thi Viet Nga**

**PROPOSAL**

*(Re: proposal on amending the charter, changing the business registration and maximum foreign ownership ratio of the Company)*

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding, amending, and supplementing legal documents;*
- *The Law on Investment No. 143/2025/QH15 was passed by the National Assembly on December 11, 2025 and its guiding, amending, and supplementing legal documents;*
- *Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021, and its guiding, amending, and supplementing documents;*
- *Vietnam's Schedule of Specific Commitments in Services upon accession to the WTO;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of several articles of the Law on Securities and its amending, supplementing documents;*
- *Decree No. 96/2026/ND-CP of March 31, 2026 of the Government detailing and guiding the implementation of several articles of the Law on Investment;*
- *Decision 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister, promulgating the Vietnam Standard Industrial Classification System.*
- *The Charter of Ocean Group Joint Stock Company;*
- *Proposal No. 10/2026/TT-HĐQT dated April 24, 2026, of the Board of Directors on Approving the plan to offer private placement of shares to increase the company's charter capital;*
- *Pursuant to actual circumstances.*

Hội đồng quản trị kính trình Đại hội đồng cổ đông xem xét và thông qua một số nội dung như sau:

**I. Registration of Charter Capital Change**

- Registered charter capital: VND 3,000,000,000,000 (Three trillion Vietnamese Dong).
- Charter capital after the change: expected to be VND 4,200,000,000,000 (Four trillion two hundred billion Vietnamese Dong)
- Par value per share: VND 10,000/share
- Type of shares: Common shares
- Time of capital change: Expected in 2026, after the offering ends.

- Method of capital increase: Private placement of shares to increase the Company's charter capital.
- Assign the Legal Representative to implement/direct the implementation of necessary procedures to amend the Charter and change the business registration regarding the change of the Company's charter capital corresponding to the results of the private placement and the actual charter capital level after the completion of the private placement in accordance with legal regulations.
- Assign the Board of Directors to implement/direct the implementation of necessary procedures to supplement and amend the contents of the Enterprise Registration Certificate and amend the corresponding terms in the Company's Charter corresponding to the results of the private placement and the actual charter capital level after the completion of the private placement.

## II. Update of Business line codes

On November 17, 2025, Decision No. 36/2025/QĐ-TTg of the Prime Minister promulgating the Vietnam Standard Industrial Classification System officially takes effect. According to this decision, some business line codes of the Company have been changed. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the supplementation and amendment of business line codes to comply with current legal regulations, as follows:

No.	Registered Business Line	Registered Business Line Code	Registered Business Line under Decision 36/2025/QĐ-TTg	Business Line Code under Decision 36/2025/QĐ-TTg
1	Wholesale of solid, liquid, and gaseous fuels and related products	4661	Wholesale of solid, liquid, and gaseous fuels and related products	4671
2	Retail sale in non-specialized stores Details: Retail sale of household appliances such as refrigerators, air conditioners, irons, microwave ovens	4799	Retail sale of household electrical appliances, beds, cabinets, tables, chairs and similar furniture, lamps and electric light fittings, other household utensils not elsewhere classified  Details: Retail sale of household appliances such as refrigerators, air conditioners, irons, microwave ovens	4759
3	Real estate consulting, brokerage, and auction services; land use rights auction services. Details: - Real estate management services	6820	Other real estate activities on a fee or contract basis. Details: - Real estate management services - Real estate exchange operation	6829

	- Real estate exchange operation			
4	<p>Retail sale of hardware, paints, glass, and other installation equipment for construction in specialized stores</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Retail sale of tiles and sanitary equipment in specialized stores</li> <li>- Retail sale of cement, bricks, roofing tiles, stone, sand, gravel, and other construction materials in specialized stores</li> <li>- Retail sale of construction glass in specialized stores</li> <li>- Retail sale of paints, colors, and varnishes in specialized stores</li> <li>- Retail sale of hardware in specialized stores</li> </ul>	4752	<p>Retail sale of hardware, paints, glass, materials, and other installation equipment for construction</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Retail sale of tiles and sanitary equipment in specialized stores</li> <li>- Retail sale of cement, bricks, roofing tiles, stone, sand, gravel, and other construction materials in specialized stores</li> <li>- Retail sale of construction glass in specialized stores</li> <li>- Retail sale of paints, colors, and varnishes in specialized stores</li> <li>- Retail sale of hardware in specialized stores</li> </ul>	4752
5	<p>Wholesale of other specialized products not classified elsewhere</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Wholesale of metal and non-metal scrap and waste</li> <li>- Wholesale of chemicals</li> <li>- Wholesale of fertilizers;</li> </ul>	4669	<p>Wholesale of other specialized products not classified elsewhere</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Wholesale of metal and non-metal scrap and waste</li> <li>- Wholesale of chemicals</li> <li>- Wholesale of fertilizers;</li> </ul>	4679
6	<p>Wholesale of other installation materials and equipment in construction.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Wholesale of hardware</li> <li>- Wholesale of ceramic tiles and sanitary equipment</li> <li>- Wholesale of paints and varnishes;</li> <li>- Wholesale of construction glass</li> <li>- Wholesale of ceramic tiles and sanitary equipment</li> <li>- Wholesale of cement</li> <li>- Wholesale of other installation materials and equipment in construction</li> </ul>	4663	<p>Wholesale of other installation materials and equipment in construction.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Wholesale of hardware</li> <li>- Wholesale of ceramic tiles and sanitary equipment</li> <li>- Wholesale of paints and varnishes;</li> <li>- Wholesale of construction glass</li> <li>- Wholesale of ceramic tiles and sanitary equipment</li> <li>- Wholesale of cement</li> <li>- Wholesale of other installation materials and equipment in construction</li> </ul>	4673

7	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4662	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672
8	Short-term accommodation services Details: Hotel, restaurant, and lodging business;	5510	Hotels and similar accommodation services Details: Hotel, restaurant, and lodging business;	5510

Assign the legal representative to perform/direct the performance of necessary procedures to supplement and amend the content of the Enterprise Registration Certificate, amend the corresponding clause in the Company's Charter, and perform other necessary tasks arising from the change of the Company's Enterprise Registration Certificate.

### III. Maximum Foreign Ownership Ratio of the Company

The maximum foreign ownership ratio stipulated by law for the Company's business lines, after updates, is as follows:

No.	Business Line	Business Line Code	Foreign Ownership Ratio
1	Extraction of chemical and fertilizer minerals	0891	50%
2	Production of basic chemicals (excluding chemicals banned by the State)	2011	
3	Production of other metal products n.e.c. Detail: Manufacturing metal utensils for kitchens, bathrooms and dining rooms	2599	
4	Manufacture of consumer electronics	2640	
5	Manufacture of household appliances Detail: Manufacturing small electrical appliances and household appliances, household vacuum cleaners, household fans, household washing machines, household electric floor cleaners, ironing equipment, household cooking equipment, household refrigerators, wine coolers, major household appliances, electric or non-electric, such as dishwashers, water heaters, garbage disposals	2750	
6	Production of ovens, kilns and furnaces (For conditional business lines, enterprises are only allowed to conduct business when they meet all conditions in accordance with the law)	2815	
7	Construction of other civil engineering works Detail: - Construction of industrial park infrastructure, residential areas, office buildings, infrastructure projects, industrial projects, civil projects; - Investment in the construction of hydropower projects	4299	50%

8	Agency, brokerage, auction of goods Detail: Agency for buying and selling goods;	4610	
9	Wholesale of food Detail: wholesale of food, foodstuffs, canned food, purified water, soft drinks and cooking oils of all kinds;	4632	
10	Wholesale of other household goods Detail: wholesale of household appliances such as refrigerators, air conditioners, irons, microwave ovens	4649	
11	Wholesale of solid, liquid, gaseous fuels and related products	4671	
12	Wholesale of metals and metal ores Detail: Wholesale of iron and steel	4672	
13	Wholesale of other materials and installation equipment in construction Details: - Wholesale of hardware - Wholesale of ceramic tiles and sanitary equipment - Wholesale of paints and varnishes - Wholesale of construction glass - Wholesale of cement - Wholesale of other materials and installation equipment in construction	4673	50%
14	Other specialized wholesale not classified elsewhere Details: - Wholesale of metal and non-metal scrap and waste - Wholesale of chemicals - Wholesale of fertilizers	4679	
15	Retail sale of hardware, paint, glass, other materials and installation equipment in construction Details: - Retail sale of ceramic tiles and sanitary equipment in specialized stores - Retail sale of cement, bricks, tiles, stones, sand, gravel and other construction materials in specialized stores - Retail sale of construction glass in specialized stores - Retail sale of paints, colors, varnishes in specialized stores - Retail sale of hardware in specialized stores	4752	50%
16	Retail sale of household electrical appliances, beds, cabinets, tables, chairs and similar furniture, lamps and electric light fittings, other household utensils not classified elsewhere Details: Retail sale of household appliances such as refrigerators, air conditioners, irons, microwave ovens	4759	
17	Hotels and similar accommodation services Details: Hotel, restaurant, and guesthouse business	5510	

18	Other telecommunications activities Details: Providing telecommunications, media, broadcasting, and television services	6190	49%
19	Financial service activities, except insurance and pension funding not classified elsewhere Details: - Investment advisory activities (excluding legal, financial, accounting, auditing, tax and securities advice) - Trustee, guardianship and custody services on a fee or contract basis	6619	50%
20	Real estate activities with own or leased property Details: - Real estate business - Shopping center business	6810	50%
21	Real estate activities on a fee or contract basis Details: - Real estate management services - Real estate exchange trading	6829	50%
22	Architectural and related technical consultancy activities Details: - Consulting on construction investment project management; - Determining investment capital rates, norms, unit prices for construction works, construction price indexes; measuring construction volume; preparing and appraising construction cost estimates; determining bid prices and contract prices in construction activities; preparing payment and contract finalization documents; preparing payment and finalization documents for construction investment capital	7110	50%
23	Advertising Details: Commercial advertising	7310	50%
24	Specialized design activities Details: - Architectural design of works - Construction planning design; interior and exterior design of works; - Design of electrical systems for civil and industrial works; design of power line works and transformer substations up to 35KV; - Design of water supply and drainage systems for construction works; - Structural design of civil and industrial works; - Design of fire protection systems;	7410	50%
25	Organization of trade fairs and promotions Details: Commercial brokerage	8230	

26	Other business support service activities not elsewhere classified Details: Import and export of goods traded by the company	8299	
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Based on the maximum ownership ratio for foreign investors in each registered business line of the Company mentioned above, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the maximum foreign ownership ratio in the Company as: **49%**.

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

Sincerely.

**On behalf of Board of Directors  
Chairwoman**

**Le Thi Viet Nga**