

No: 07/2025/TT-HĐQT

Ho Chi Minh City, May , 2025

PROPOSAL

On the Approval of the Plan for Issuing Shares under the Employee Stock Ownership Plan

To: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020;
- Pursuant to the Charter on organization and operation of Hai Minh Corporation;
- Pursuant to the actual needs of Hai Minh Corporation for capital to serve the Company's production and business.

The Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”) with the following contents:

I. ISSUANCE PLAN

- 1. Stock name:** Shares of Hai Minh Corporation
- 2. Stock type:** Common stock
- 3. Securities code:** HMH
- 4. Par value of shares:** 10,000 VND/share
- 5. Current charter capital:** 131,998,470,000 VND
- 6. Number of shares issued:** 13,199,847 shares

Of which:

- **Number of outstanding shares** : 12,847,647 shares
- **Number of treasury shares** : 352,200 shares (*)

(*) *The Company is implementing the sale of treasury shares according to the Notification of Treasury Share Sale No. 37/2025/TB-HMH dated April 18, 2025, the implementation period is from 29/04/2025-28/05/2025.*

7. Maximum number of shares expected to be issued: 642,382 shares.

8. Total value of shares issued at par value: 6,423,820,000 VND (In words: Six billion four hundred twenty-three million eight hundred twenty thousand VND).

9. Issuance ratio (number of shares expected to be issued/number of outstanding shares): 5.00%

10. Purpose of issuance: Issuing shares under the stock option program for employees.

11. Principles for determining the selling price: at par value of 10,000 VND/share.

12. Offering price: 10,000 VND/share.

13. Expected total amount of mobilized capital: 6,423,820,000 VND (In words: Six billion four hundred twenty-three million eight hundred twenty thousand VND).

14. Offering recipients: Members of the Board of Directors, the Board of Supervisors, key personnel, managers, and outstanding employees at Hai Minh Corporation and Hai Minh Corporation's subsidiaries.

15. Criteria: Are the subjects that meet the following criteria:

- Members of the Board of Directors, the Board of Supervisors of the Company; managers of the Company and the subsidiaries, including: Board of General Directors, Heads and Deputy Heads of departments; Employees of the Company and the subsidiaries.
- Have made significant contributions to the Company's business operations in 2024.
- Still working at the Company and the subsidiaries at the time of implementing the plan to issue shares under the Employee Stock Ownership Plan.

16. Principles for determining the number of shares allocated to each employee:

No.	Rank	Number of shares allocated (Shares/Person)
I	Hai Minh Corporation	

No.	Rank	Number of shares allocated (Shares/Person)
1	Chairman of the Board of Directors	34,882
2	Member of the Board of Directors	34,700
3	General Director	34,700
4	Head of the Board of Supervisors	34,000
5	Member of the Board of Supervisors	20,000
6	Person in charge of Corporate Governance	29,000
7	Chief Accountant	20,000
8	Head of Information Technology Department	20,000
9	Head of Department, Deputy Head of Department	10,000
II	Subsidiary company	
1	Director, Deputy Director	20,000
2	Head of Department	20,000
3	Deputy Head of Department, Head of Yard, Head of Warehouse, In charge of business	10,000
4	General Accounting Staff	8,000
5	Excellent Staff	5,000

Note: In case an individual concurrently holds multiple positions, the number of shares will be allocated according to the highest position, without accumulating the number of shares allocated for each position.

17.Transfer restriction: shares issued additionally under the Employee Stock Ownership Plan will be restricted from transfer for 1 year from the closing date of the issuance.

18.Handling plan in case employees resign during the commitment period of transfer restriction: The Company does not recover shares of employees participating in purchasing shares under the Employee Stock Ownership Plan if they resign before the end of the transfer restriction period mentioned above.

19.Estimated issuance time: expected to be implemented from the second quarter of 2025 and after the SSC announces the receipt of full issuance report

documents of the Company. The General Meeting of Shareholders authorizes the Board of Directors to decide on an appropriate issuance time.

20. Plan for using capital raised from the issuance: All proceeds from the issuance will be used to supplement working capital for the Company's business operations.

21. Handling plan in case of unsold shares: The number of shares not sold as planned will be authorized by the General Meeting of Shareholders to the Board of Directors to distribute to other employees suitable for the program's purpose, provided that the offering price is not lower than 10,000 VND/share. In the event that the Board of Directors still cannot find suitable employees, the General Meeting of Shareholders authorizes the Board of Directors to adjust the total number of shares offered to match the actual number of shares distributed.

22. Additional securities registration and additional listing registration: The General Meeting of Shareholders approves and authorizes the Board of Directors to carry out procedures for additional securities registration at the Vietnam Securities Depository and Clearing Corporation and additional securities listing registration at the Hanoi Stock Exchange.

23. Approval of charter capital change: Approving the change of the Company's Charter (charter capital section) and adjusting the Enterprise Registration Certificate at the competent state agency after the SSC issues a written notice of receipt of the full Issuance Result Report.

II. AUTHORIZATION OF THE BOARD OF DIRECTORS

The General Meeting of Shareholders authorizes the Board of Directors to perform the following tasks related to the issuance:

- Proactively develop and explain the issuance report dossier to be submitted to the State Securities Commission and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents according to the actual situation of the Enterprise or at the request of the State Securities Commission and other functional agencies;
- Approving a plan to ensure that the issuance of shares meets regulations on foreign ownership ratio in case of issuing shares to employees who are foreign investors;
- Develop a detailed capital use plan;
- Approving the list of employees eligible to participate in the program according to the criteria and principles for determining the number of shares to be

distributed to each subject approved by the General Meeting of Shareholders and the implementation time;

- Decide on the handling of the number of issued shares that are not fully registered for purchase (if any);
- Carry out the necessary procedures to register the issuance of shares under the ESOP program with the State Securities Commission, supplement or amend the plan as required by the State Securities Commission or for the purpose of complying with relevant legal regulations (if any);
- Complete the amendment of the Company's organization and operation charter (due to changes in charter capital) after the SSC issues a written notice of receipt of the full Issuance Result Report;
- Carry out procedures, tasks, and select an appropriate time to register additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and register additional listing at the Hanoi Stock Exchange for the number of shares issued according to the plan approved by the General Meeting of Shareholders after the SSC's announcement of receiving the full Issuance Result Report;
- Carry out procedures to change the Company's enterprise registration content related to the change in charter capital according to the actual results of the issuance with the competent state agency after the SSC issues a written notice of receiving the full Issuance Result Report;
- Depending on the specific circumstances, the Board of Directors is authorized to re-delegate to the Chairman of the Board of Directors to perform one or more of the above specific tasks;
- Other issues related to the issuance of shares under the ESOP program.

Sincerely submitted./.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

Recipient:

- As 'To';
- Member of the Board of Supervisors (for reporting);
- Archive: Board of Directors.

Tran Quang Tien