

**CÔNG TY CỔ PHẦN  
TẬP ĐOÀN ĐẠI DƯƠNG  
OCEAN GROUP  
JOINT STOCK COMPANY**

Số: 15/2025/CBTT- OGC  
No: 15/2025/CBTT-OGC

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independent – Freedom - Happiness**

Hà Nội, ngày 30 tháng 6 năm 2025  
HaNoi, June 30, 2025

**CÔNG BỐ THÔNG TIN  
INFORMATION DISCLOSURE**

**Kính gửi: Ủy ban Chứng khoán Nhà nước  
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: State Securities Commission of Vietnam  
Ho Chi Minh City Stock Exchange**

**Công ty Cổ phần Tập đoàn Đại Dương/ Ocean Group Joint Stock Company**

Mã chứng khoán/Stock code: **OGC**

Địa chỉ/Address: Tầng 23, Tòa nhà Leadvisors Tower, Số 643 Phạm Văn Đồng, Phường Cổ Nhuế 1, Quận Bắc Từ Liêm, Thành phố Hà Nội, Việt Nam/23rd Floor, Leadvisors Tower, No. 643 Pham Van Dong Street, Co Nhue 1 Ward, Bac Tu Liem District, Hanoi

Điện thoại/Tel: 0398 618 018

Fax:

Người thực hiện công bố thông tin/ Information discloser: Phạm Hùng Việt

Điện thoại (di động, cơ quan, nhà riêng)/Tel:

Fax:

Loại thông tin công bố/Type of disclosed information:

☐ 24 giờ

☐ Bất thường

☐ Theo yêu cầu

☐ Định kỳ

/ 24h

/Extraordinary

/ As requested

/Periodic

Nội dung thông tin công bố/ Contents of disclosure:

Công ty Cổ phần Tập đoàn Đại Dương công bố thông tin Biên bản và nghị quyết Đại hội đồng cổ đông thường niên năm 2025 tại website Công ty với đường dẫn như sau:  
<https://oceangroup.vn/quan-he-co-dong/>

Ocean Group Joint Stock Company announces information and documents for the Annual General Meeting of Shareholders 2025 on the Company's website at the following link:  
<https://oceangroup.vn/quan-he-co-dong/>

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 30/6/2025 tại đường dẫn: <https://oceangroup.vn/quan-he-co-dong/>. This information was published on the company's website on June 30, 2025, as in the link: <https://oceangroup.vn/quan-he-co-dong/>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

***Nơi nhận/ Recipients:***

- Như trên/ *As above;*
- Lưu VP/ *Archived: Office;*

**Đại diện tổ chức**

***Organization representative***

Người đại diện theo pháp luật/

*Legal representative*



**Phạm Hùng Việt**

No. 01/2025/BB-DHDCD

Hanoi, 26 June, 2025

MINUTES OF MEETING  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
OCEAN GROUP JOINT STOCK COMPANY

Head office: 23rd Floor, Leadvisors Tower, 643 Pham Van Dong, Co Nhue 1 Ward, Bac Tu Liem District, Hanoi.

Business Registration Certificate No. 0102278484 issued by the Hanoi Department of Planning and Investment for the first time on May 31, 2007.

Time and venue: The meeting commenced at 9:00 AM on June 27, 2025 at Hung Vuong Hall, Dusit Le Palais Tu Hoa Hanoi Hotel, Nhat Tan Ward, Tay Ho District, Hanoi.

**Part 1. PROCEDURES FOR OPENING THE GENERAL MEETING**

**1. Declaration of Reason**

The meeting MC announces the reason for convening the meeting: Based on the Company's Charter and current laws, the Company's Board of Directors convenes the Annual General Meeting of Shareholders in 2025 ("AGM" or "Meeting") to approve matters under its authority.

The Chairwoman announces that the Meeting is organized and operates in accordance with the Regulations on organization and operation approved by the AGM.

**2. Report on Inspection and Registration of Shareholders**

The MC authorized by the Shareholder Qualification Inspection Committee announces a report on the results of the inspection of shareholder qualifications to attend the Meeting as of 9:00 AM on June 27, 2025:

The total number of shareholders directly attending and attending through authorized representatives is 13 shareholders, representing 194,930,442 shares, corresponding to 194,930,442 voting rights, equivalent to 64.98% of the total voting rights (based on the List of Securities Owners with the right to attend the AGM prepared by the Vietnam Securities Depository and Clearing Corporation).

As stipulated in the Company's Charter and legal regulations, the Meeting can be conducted when the number of shareholders attending the meeting, either in person or through authorized representatives, represents over 50% of the total voting shares of the Company.

Therefore, the Company's AGM is qualified to proceed.



### **3. Introduction of the Presidium and Chairperson of the Meeting:**

- Ms. Le Thi Viet Nga – Chairwoman of the Board of Directors, Chairperson of the Meeting;
- Mr. Nguyen Duc Minh – Member of BOD;
- Mr. LeVu Hai – General Director;
- Mr. Vu Xuan Duong – Chief Accountant

4. The Chairperson appointed Ms. Tran Thi Lan as the Secretary of the Meeting.

5. The Board of Supervisors designated the Vote Counting Committee, which was approved by the Meeting with an approval rate of 100%, including the following members:

- Ms. Do Le Anh– Head of the Committee;
- Ms. Bui Thi Thuong– Member;
- Ms. Vu Ha Phuong – Member;
- Ms. Nguyen Thi Hien – Member

## **B. MEETING AGENDA**

### **I. Approval of the Meeting Agenda**

1. The Presiding Board announces and the Meeting approves the Meeting Agenda with a voting ratio of 100% of the total voting shares.
2. The Meeting approves the Regulations on the organization and operation of the 2025 Annual General Meeting of Shareholders (*attached document*) with a voting ratio of 100% of the total voting shares.

### **II. Document and presentations on issues requiring shareholder approval at the Meeting**

1. Mr. Le Vu Hai - General Director presents the Report on 2024 Business Performance and the 2025 Business Plan; Submission on the structure of the Company's Board of Directors members;
2. Mr. Nguyen Duc Minh – Member of the Board of Directors presents the Board of Directors' Report on management, the Board of Directors' activities in 2024, and the Board of Directors' activity plan for 2025 and Report of the independent member of the Board of Directors;
3. Ms. Duong Thi Mai Huong - Head of the Board of Supervisory presents the Supervisory Board's Report; Submission on the selection of the auditing firm for 2025 and Submission on the approval of the 2024 audited financial statements;
4. Mr. Vu Xuan Duong - Chief Accountant presents the submission on the 2024 profit distribution plan; Report on the implementation of remuneration payment to the Board of Directors and the Board of Supervisory in 2024; Submission on the remuneration plan for the Board of Directors and the Board of Supervisory in 2025 and Submission on the change of Legal Representative of the Company;

### **III. Exchange and Discussion**

The Presidium and the Meeting listened to the opinions of the shareholders and conducted exchanges and discussions on the contents of the reports and submissions presented at the Meeting, as well as questions related to the Company's operations. The



questions, answers of the Presidium, and discussion issues are presented in the Appendix attached to this Minutes.

#### **IV. Voting on the Agenda Items**

1. The Head of the Shareholder Qualification Inspection Committee updates the results of the shareholder verification before the Meeting conducts voting until 10:25 AM on June 27, 2025: The total number of shareholders directly attending and through authorized representatives attending the Meeting is 16 shareholders, representing 195,141,047 voting shares, corresponding to 65.05% of the total voting shares.
2. Instructions on how to vote on issues in the Meeting agenda.
3. The Meeting conducts voting and elections.

#### **V. Announcement of Voting Results**

The Head of the Vote Counting Committee, on behalf of the Vote Counting Committee, announces the voting results at the Meeting.

1. **Approve the Report on the results of business operations in 2024 and the business plan for 2025**

This resolution was adopted with a vote of 194,953,047, representing 99.904% of the total number of valid votes cast at the Meeting.

2. **Approve the Report on the activities of the Board of Directors**

This resolution was adopted with a vote of 195,137,747, representing 99.998% of the total number of valid votes cast at the Meeting.

3. **Approve the Report of the independent member of the Board of Directors**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

4. **Approve the Report of the Board of Supervisory**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

5. **Approve the audited financial statements for 2024**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

6. **Approve the proposal regarding the selection of the auditing firm for the year 2025**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

7. **Approve the implementation of remuneration payment to the Board of Directors and the Board of Supervisory in 2024**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

8. **Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2025**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.



**9. Approve the profit distribution for the year 2024**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

**10. Approve the proposal regarding the change in the membership structure of the Company's Board of Directors**

This resolution was adopted with a vote of 195,137,747, representing 99.998% of the total number of valid votes cast at the Meeting.

**11. Approve the proposal regarding the change of Legal Representative of the Company**

This resolution was adopted with a vote of 195,141,047, representing 100% of the total number of valid votes cast at the Meeting.

Details of the voting results for each item of the Meeting and the ballot counting results are shown in the Ballot Counting Minutes.

**VI. Resolutions approved at the 2025 Annual General Meeting of Shareholders**

1. Approve the Report on the results of business operations in 2024 and the business plan for 2025
2. Approve the Report on the activities of the Board of Directors
3. Approve the Report of the independent member of the Board of Directors
4. Approve the Report of the Board of Supervisory
5. Approve the audited financial statements for 2024
6. Approve the proposal regarding the selection of the auditing firm for the year 2025
7. Approve the implementation of remuneration payment to the Board of Directors and the Board of Supervisory in 2024
8. Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2025
9. Approve the profit distribution for the year 2024
10. Approve the proposal regarding the change in the membership structure of the Company's Board of Directors
11. Approve the proposal regarding the approval of the change of Legal Representative of the Company

**C. ADOPTION OF THE MINUTES OF MEETING AND CLOSING**

The Secretary of the Meeting presents the Draft Minutes of the 2025 Annual General Meeting of Shareholders.

These minutes are fully and truthfully recorded by the Secretary of the Meeting and approved with a ratio of 100% of the total number of valid votes attending and voting at the General Meeting.

After the draft Minutes of the Meeting are approved, the Secretary presents the Draft Resolution.

The Meeting assigns the Board of Directors, the Board of Supervisory, the General Director, and relevant departments to be responsible for implementing the contents approved by the Meeting in accordance with the provisions of the Law.

The Chairman declares the closing of the Meeting at 11:25 AM on the same day.

The Chairman and the Secretary jointly commit to the accuracy and truthfulness of the contents of the Minutes of the Meeting and jointly sign below.

**SECRETARY**



**TRAN THI LAN**

**CHAIRPERSON OF THE MEETING**

**CHAIRWOMAN OF THE BOD**



**LE THI VIET NGÀ**



**APPENDIX OF DISCUSSIONS AND EXCHANGES**  
**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Question 01:** The plan for 2024 was 50 billion VND in after-tax profit, but the actual achievement was 215 billion VND. What is the reason for this? Is the profit a one-time occurrence or sustainable? Did the Board of Directors anticipate these profits in advance?

**Question 02:** The profit for 2024 is 215 billion VND, but the plan for 2025 is only 61 billion VND? Is this plan too cautious? Are there any "unexpected" profits like in 2024?

**Question 03:** How does the Board of Directors of OGC assess the market in 2025 and the future in order to propose a plan of 61 billion VND for 2025, while the profit achieved in 2024 was quite good?

**Answer to questions 1, 2, and 3:** Regarding the questions about the production and business situation in 2024 and the plan for 2025, I would like to answer to the shareholders as follows:

- The parent company's main business activity is real estate trading and development with long-term projects that require time to implement, but the profits upon completion will be very large. In recent years, the parent company's profit has been relatively stable from the business activities of exploiting real estate projects that have been put into operation, but this only contributes a small portion to the overall proportion of the Group.
- Investments in subsidiaries, mainly OCH, with its main business activities being hotels and accommodation services, and food production and trading. These activities have been constantly developing in recent years and contribute significantly to the consolidated revenue and profit of the Group.
- In 2024, we recorded a portion of the profit for the entire Group from the successful restructuring of one of the outstanding bad debts. This is a specific result of the restructuring activities that we have been implementing for more than 03 years. Therefore, the actual results for 2024 were higher than planned.

**Regarding the 2025 Plan:**

- Global Economic Situation: In 2025, we are all aware that this year and the coming years will be marked by fluctuations and instability, including the Russia-Ukraine war, Iran-Israel tensions, the Donald Trump Administration's tax policies, and the protectionist policies of major countries, all of which will have negative impacts on the global economy in general and the Vietnamese economy in particular.
- Domestic Situation: The Party and the State have implemented numerous innovations, and many policies and guidelines to be implemented in the near future are expected to bring positive impacts.
- Given the impacts of geopolitical factors, the Company's 2025 Business Plan is set cautiously based on the core activities of the parent company and member units, with stable revenue and profit growth. In particular:



- In addition, in 2025, OGC has several activities that could generate potential profits but are not included in the Business Plan.

For example, the Company is seeking partners to transfer shares in Hanoi-Bac Giang BOT Investment Joint Stock Company. This is an investment worth 104 billion VND from 2014. The Hanoi-Bac Giang expressway has been in operation since 2016 with very good performance. In 2024, the profit after tax reached over 170 billion VND, equivalent to an EPS of approximately 3,300 VND/share, and dividends will begin to be paid from 2025 after a long period in which investors have committed to prioritizing cash flow to repay bank loans ahead of schedule.

- Furthermore, as shareholders are aware, OGC's financial statements still reflect numerous bad debts with 100% provisions, along with payables and assets that have been outstanding for many years. Some of these items may potentially be recoverable or restructured, leading to future profits, as demonstrated by the 2024 transaction reported above. However, resolving these issues involves considerable uncertainty regarding the timeline for completion. Consequently, we will only recognize and report results to shareholders upon their achievement.

**Question 04:** In 2024, the Company changed its General Director twice. Did this affect operations, and what is the operational direction?

**Answer:**

- The Company had two changes of General Director in 2024:
  - The first time was at the beginning of January 2024: Ms. Pham Thi Hong Nhung resigned, and we appointed Mr. Pham Hung Viet to hold the position of General Director of the Company.
  - The second time was in December 2024: We appointed Mr. Le Vu Hai as General Director to replace Mr. Viet, who had submitted his resignation. Prior to this, Mr. Hai was appointed as Deputy General Director from mid-June 2024.
- *(In addition, at the end of February 2024, we also held an Extraordinary General Meeting of Shareholders to elect an additional 03 members of the Board of Directors and 02 members of the Supervisory Board to replace the members of the Board of Directors and the Supervisory Board who had resigned at the beginning of January 2024.)*
- We believe that these personnel have different roles and positions suitable for each stage of the Company's development. Mr. Viet and Ms. Nhung are both highly specialized personnel in the fields of finance and banking. Mr. Hai is a construction engineer and has extensive experience in the field of construction investment and real estate project development, so he will make important contributions to the re-launch of the Company's projects in the near future, bringing OGC to develop in accordance with the orientation set out by the General Meeting of Shareholders and the Board of Directors.

**Question 05:** What are OGC's medium and long-term plans for the future?

**Answer:**



- As you know, over the past 3 years, we have been reorganizing the Group to focus and optimize resources in each business area. Accordingly, the Group focuses on 03 main business areas with 03 spearheads as follows:
  - Real estate development, undertaken by the parent company OGC, these activities require a lot of time to implement but bring great profits.
  - Hotel and service sector, undertaken by the subsidiary OCH
  - Food production and trading sector, undertaken by One Capital Consumer (OCC) – a subsidiary of OCH established in January 2025
- Each of these business areas is developed independently but will complement each other. While regular production and business activities will **generate stable cash flow and profits** for the Group, real estate development activities with **large revenues and profits** will contribute to **expanding the scale of assets and increasing extraordinary profits** for shareholders.

**Regarding the real estate sector:**

I would also like to clarify the real estate development of the parent company:

- Resolving the legal procedures for the existing land fund to soon re-implement real estate projects
- The company has no debts, so mobilizing financial resources to implement projects will be more favorable
- Regarding the method of project implementation: we will implement it carefully, ensuring financial safety, implementing optimal investment plans to obtain maximum profits for shareholders
- Regarding the orientation of real estate products: we focus on providing high-quality real estate products to meet the needs of customers in the market: offices, hotels and long-term accommodation
- We believe that these are the right orientations, in line with the trend to achieve maximum growth in each member unit, which will contribute to the Group's revenue and profit growth targets. The current steps are within the expected roadmap of the Company's management.

**Regarding the hotel and service business, investing in new projects in this field:**

- Ladies and gentlemen of the congress, through investment capital at OCH, OGC is indirectly owning two quality assets, which are two 5-star hotels right in the center of Nha Trang city, Starcity and Sunrise, with very impressive business results in 2024. For Starcity, the room occupancy rate reached 111% compared to the plan and the gross profit reached 172% compared to the plan. For Sunrise, the room occupancy rate exceeded 7% compared to the plan and the gross profit also exceeded 61% compared to the 2024 target.
- Working in the hotel industry, like my colleagues, I am fortunate to have the opportunity to visit many different countries. And we can easily agree that Vietnam is a great country



to develop tourism, a friendly country, with sea, forest, rivers, mountains and especially a culture with many heritages. Tourism data also reflects this.

- In 2019, the peak year of tourism in Vietnam's history, we welcomed 18 million international tourists. In 2024, Vietnam welcomed 17.6 million tourists and the tourism industry's target this year 2025 is 23 million tourists, surpassing the figure of 2019.
- The country's tourism market is recovering and breaking through. With this growth momentum of the tourism industry. In the medium and long term, OGC orients development as well as through OCH to buy, sell and merge a number of Grade A office buildings and 5-star hotels in localities that are really hot spots for tourism such as Hanoi, Saigon, Nha Trang, Da Nang.
- In Ninh Van Bay, the Group is nurturing a large 5-star resort project to develop in the next few years.
- At the Dusit Tu Hoa Palace Hotel, where we are meeting today, OGC is also an indirect shareholder through OCH. At 10 Tran Vu, another prime location on Truc Bach Lake, OGC is focusing its resources to implement a luxury real estate project. And in the next 2 years, we will be delighted to welcome shareholders to the general meeting.

**Question 6:** Will the company continue to participate in the Lega Fashion House Project? What is the information regarding the partner returning the contributed capital?

**Answer:**

- The Lega Fashion House Project is an office building and commercial service project with a land area of 5,620 m<sup>2</sup>, located in District 10, Ho Chi Minh City; in which OGC participates in a 75% cooperation in the Project. OGC has contributed capital with partners in this Project according to the committed contribution ratio.
- With a controlling ratio of 75%, OGC always affirms its policy of continuing to invest in the Project and is working with the Parties to continue to complete legal procedures and soon implement the project in the near future. The information that the partner wants to return the money OGC has contributed to the Project exists, but that is the partner's intention and is not in accordance with the investment cooperation contract, the agreements, and the working process of the Parties. Accordingly, this issue does not affect the Company's participation in this project.

**Question 7:** Legal issues of real estate projects have consistently been a concern for the Company. Currently, the Government has been implementing numerous solutions to address these issues. Is there an expectation that the Company's Project will be deployed soon? Shareholders request an update on the progress of the Company's projects.

**Question 8:** Please share more about the progress of resolving legal issues for 3 key projects: 25 Tran Khanh Du, Star City Westlake, and Lega Fashion House. When will deployment commence?

**Question 9:** Where are the real estate projects that the group plans to M&A located? Does OGC already have partners for these deals?



**Question 10:** How does the Board of Directors assess the real estate market? When will the Company's projects be deployed? Will the Company deploy any projects this year? Will real estate projects be deployed in 2025?

**Answer to questions 7, 8, 9 and 10:**

- As shareholders have read in the media, the government is implementing many solutions to remove obstacles related to real estate projects, advocating for the reduction of administrative procedures in the process of deploying and licensing real estate projects. We consider this information positive for the real estate market in general and the Company's projects in particular.
- The real estate market is warming up, especially in the Hanoi area, which is a good sign for the parent company's operations.
- Some land funds for the Company's real estate projects include:
  - Lega Fashion House Project as Mr. A Hai shared above.
  - Gia Dinh Plaza Project with an area of over 12,000m<sup>2</sup> in District 12, Ho Chi Minh City with the function of: offices, apartments for business combined with a fashion design center and raw materials for the textile industry. OGC and Lien Viet Company jointly participate in this project with 80% ownership.
  - 10 Tran Vu Project: an area of 2,177 m<sup>2</sup> at 10 Tran Vu Street, Quan Thanh Ward, Ba Dinh District, Hanoi City, we plan to develop 5-star standard real estate products here.
  - Tran Khanh Du Project: The project has an area of 5,450m<sup>2</sup> on Tran Khanh Du Street, Hoan Kiem District, Hanoi City with the function of offices, hotels, and long-term accommodation.
- Over the past year, the Company has remained focused on resolving the difficulties related to the Company's real estate projects, and has achieved some positive results. In the near future, the Company will soon re-launch 01 Project, specifically Project No. 10 Tran Vu, which is one of the few remaining projects in a prime location in Hanoi. With our capabilities, we believe that in just approximately 2 years, you will see a 5-star standard real estate product that is beautiful, modern, and a highlight of the capital.
- Regarding the remaining land funds: The Company will continue to cooperate with partners and authorities to complete legal procedures and implement them in the following years. When there is official information, we will provide it to shareholders in accordance with the State Securities Commission's information disclosure regulations, through newsletters sent to shareholders.

**Question 11:** The Company's stock price is low, not reflecting the true intrinsic value. When will the stock price improve?

**Answer:**

- On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders for their participation and support, especially during the period of significant



changes in the Board of Directors, Supervisory Board, and General Management Board over the past three years.

- The period from 2022 to 2024 has been a time of positive changes in the Company's business performance. Revenue has been maintained despite numerous economic challenges, and consolidated profit after tax has grown annually, reaching VND 59 billion, VND 141 billion, and VND 215 billion in 2024, respectively. This demonstrates the commitment and tremendous efforts of the Group's leadership team and member units in creating increasingly better business results, as well as implementing restructuring and M&A transactions to expand production and business operations.
- We also understand that the stock price traded on the market may not accurately reflect the Company's intrinsic value. However, with the positive results achieved in recent times, we also need to pose a counter-question to our shareholders regarding whether investors in the market have truly had an accurate view of OGC's stock potential, and their belief in OGC's stock when revenue and profit increase annually but the stock price decreases?
- We believe that OGC's intrinsic value is much higher than what the market is reflecting, and we are confident that investors who participate in OGC at the current price will receive well-deserved rewards in the future.



No: 01/2025/NQ-DHDCD

Hanoi, June 27, 2025

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**OF OCEAN GROUP JOINT STOCK COMPANY**

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- Pursuant to the 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 the Minutes of the 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company 01/2025/BB-DHDCD dated June 27, 2025.

**RESOLUTION**

- Article 1.** Approve the Report on the results of business operations in 2024 and the business plan for 2025 in Document No. 01/2025/OGC-BTGD dated June 5, 2025 *(according to the attached documents)*.
- Article 2.** Approve the Report on the activities of the Board of Directors in Document No. 02/2025/BC-HDQT dated June 5, 2025 *(according to the attached documents)*.
- Article 3.** Approve the Report of the independent member of the Board of Directors in Document No. 03/2025/BC-HDQT dated June 5, 2025 *(according to the attached documents)*.
- Article 4.** Approve the Report of the Board of Supervisory in Document No. 04/2025/BC-BKS dated June 5, 2025 *(according to the attached documents)*.
- Article 5.** Approve the audited financial statements for 2024 in Document No. 05/2025/TT-HDQT dated June 5, 2025 *(according to the attached documents)*.
- Article 6.** Approve the proposed contents in Document No. 06/2025/TT-BKS dated June 5, 2025 regarding the selection of an auditing firm for the fiscal year 2025 *(according to the attached documents)*.



**Article 7.** Approve the implementation of remuneration payment to the Board of Directors and the Board of Supervisory in 2024 in Document No. 07/2025/BC-HDQT dated June 5, 2025 *(according to the attached documents)*.

**Article 8.** Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2025 in Document No. 08/2025/TT-HDQT dated June 5, 2025 *(according to the attached documents)*.

**Article 9.** Approve the profit distribution for the year 2024 in Document No. 09/2025/TT-HDQT dated June 25, 2025 *(according to the attached documents)*.

**Article 10.** Approve the proposal regarding the change in the membership structure of the Company's Board of Directors in Document No. 10/2025/TT-HDQT dated June 5, 2025 *(according to the attached documents)*.

**Article 11.** Approve the proposal regarding the approval of the change of Legal Representative of the Company in Document No. 11/2025/TT-HDQT dated June 5, 2025 *(according to the attached documents)*.

**Article 12. Implementation Provisions**

The General Meeting of Shareholders assigns the Board of Directors, the Board of Supervisory, the General Director, and relevant departments, divisions, and individuals to be responsible for implementing the Resolution of the General Meeting of Shareholders in accordance with the provisions of law, the Company's Charter, and other internal regulations.

This Resolution shall take effect from the date of signing.

**FOR AND ON BEHALF OF THE GENERAL  
SHAREHOLDERS' MEETING**

**CHAIRPERSON OF THE MEETING**



**LE THI VIET NGÀ**

**SHAREHOLDER INSPECTION MINUTES**  
**ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
*(First Time)*

**To: Annual General Meeting of Shareholders 2025**  
**Ocean Group Joint Stock Company**

Today, June 27, 2025, at 09:00 AM at Hung Vuong Hall, Dusit Le Palais Tu Hoa Hanoi Hotel, Nhat Tan Ward, Tay Ho District, Hanoi, the Annual General Meeting of Shareholders 2025 ("Meeting") of Ocean Group Joint Stock Company ("Company") was held. The Organizing Committee of the General Meeting of Shareholders appointed a Shareholder Inspection Committee including:

- Ms Bui Thi Thuong - Head of the Committee
- Ms Do Le Anh - Member
- Ms Vu Ha Thuong - Member

After conducting an inspection and review of the composition of shareholders/authorized representatives of shareholders attending the Meeting, the Shareholder Inspection Committee conducted an inspection and registered the attendance of shareholders/authorized representatives of shareholders attending the Meeting in accordance with the provisions of law and the Company's Charter. As of 09:00 AM on June 27, 2025, the results of the shareholder inspection are as follows:

- Total number of Company's issued shares: **300,000,000** shares (of which **299,999,999** shares have voting rights).
- Total number of shareholders invited to attend the Meeting: 5,138 shareholders representing **299,999,999** shares with voting rights of the Company.
- Number of delegates who are shareholders or authorized to attend: 13 shareholders, representing 194,930,442 shares/votes corresponding to 64.98% of the total shares/votes.
- Each ordinary share has one vote at the Meeting.

Pursuant to the Law on Enterprise 2020 and the Company's Charter, a General Meeting of Shareholders of the Company can be conducted when the number of



shareholders attending the meeting represents more than **50%** of the shares with voting rights.

Therefore, with the percentage of voting shares attending the meeting reaching 64.98%, the 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company, held on June 27, 2025, meets the requirements for conducting business. The Shareholder Inspection Committee warrants the accuracy and truthfulness of the above results.

This shareholder inspection report was prepared at 09:00 AM on June 27, 2025, and publicly announced before the Meeting./.

**SHAREHOLDER INSPECTION COMMITTEE**

**Head of Committee**



**Pham Tien Thanh**

**SHAREHOLDER INSPECTION MINUTES  
ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025  
(Second time)**

**To: Annual General Meeting of Shareholders 2025  
Ocean Group Joint Stock Company**

Today, June 27, 2025, at 09:00 AM at Hung Vuong Hall, Dusit Le Palais Tu Hoa Hanoi Hotel, Nhat Tan Ward, Tay Ho District, Hanoi, the Annual General Meeting of Shareholders 2025 ("Meeting") of Ocean Group Joint Stock Company ("Company") was held. The Organizing Committee of the General Meeting of Shareholders appointed a Shareholder Inspection Committee including:

- Ms Bui Thi Thuong - Head of the Committee
- Ms Do Le Anh - Member
- Ms Vu Ha Thuong - Member

After conducting an inspection and review of the composition of shareholders/authorized representatives of shareholders attending the Meeting, the Shareholder Inspection Committee conducted an inspection and registered the attendance of shareholders/authorized representatives of shareholders attending the Meeting in accordance with the provisions of law and the Company's Charter.

Pursuant to the Law on Enterprise 2020 and the Company's Charter, a General Meeting of Shareholders of the Company can be conducted when the number of shareholders attending the meeting represents more than **50%** of the shares with voting rights.

As of 09:00 AM on June 27, 2025, the number of shareholders/authorized representatives of shareholders present at the meeting is: 13 shareholders, representing 194,930,442 shares/votes, corresponding to 64.98% of the total shares/votes. Therefore, the 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company has the quorum to be conducted in a valid manner.

The Shareholder Verification Committee continues to verify and register attending shareholders. As of 10:25 AM on June 27, 2025, the results of the shareholder verification and registration are as follows:



- Total number of Company's issued shares: **300,000,000** shares (of which **299,999,999** shares have voting rights).
- Total number of shareholders invited to attend the Meeting: 5,138 shareholders representing **299,999,999** shares with voting rights of the Company.
- Number of delegates who are shareholders or authorized to attend: 16 shareholders, representing 195,141,047 shares/votes corresponding to 65.05% of the total shares/votes.
- Each ordinary share has one vote at the Meeting.

The Shareholder Inspection Committee guarantees the accuracy and truthfulness of the above results.

This Shareholder Inspection Report was prepared at 10:25 AM on June 27, 2025, and was announced to the Meeting./.

**SHAREHOLDER INSPECTION COMMITTEE**

**Head of Committee**



**Pham Tien Thanh**

**LIST OF SHAREHOLDERS ATTENDING  
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OCEANGROUP JOINT STOCK COMPANY**

<b>No.</b>	<b>Shareholders code</b>	<b>Number of shares</b>
1	OGC41958	51.724.860
2	OGC41960	27.058.490
3	OGC41994	12.252.990
4	OGC41995	9.320.740
5	OGC41993	13.985.820
6	OGC41992	14.334.490
7	OGC42001	2.185.000
8	OGC42081	188.000
9	OGC46952	2
10	OGC41959	48.263.040
11	OGC42302	38.000
12	OGC41961	11.528.340
13	OGC41997	4.050.670
14	OGC42077	204.505
15	OGC43524	3.300
16	OGC43692	2.800
	<b>Total</b>	<b>195.141.047</b>



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No. 01/2025/BBKP-DHDCD

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Hanoi, 27 June, 2025

**MINUTES OF BALLOT COUNTING  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF OCEAN GROUP JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises 2020 and guiding documents for implementation;
- Pursuant to Law on Securities 2019 and guiding documents for implementation;
- Pursuant to Charter of Ocean Group Joint Stock Company;
- Pursuant to the Working Regulations of the 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company approved by the General Meeting of Shareholders
- Pursuant to the approval of the 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company on June 27, 2025, regarding the election of the Ballot Counting Committee.

Today, at 9:00 AM on June 27, 2025, at Hung Vuong Hall, Dusit Le Palais Tu Hoa Hotel Hanoi, Nhat Tan Ward, Tay Ho District, Hanoi, the 2025 Annual General Meeting of Shareholders ("the Meeting"/"AGM") of Ocean Group Joint Stock Company ("the Company") was held. The Ballot Counting Committee included:

- |                      |                     |
|----------------------|---------------------|
| • Ms Do Le Anh       | - Head of Committee |
| • Ms Bui Thi Thuong  | - Member            |
| • Ms Vu Ha Phuong    | - Member            |
| • Ms Nguyen Thi Hien | - Member            |

conducted the ballot counting for the voting matters at the 2025 Annual General Meeting of Shareholders of the Company as follows:

**I. PARTICIPATION**

The total number of shareholders attending the Meeting (directly or through proxies) according to the verification results and shareholder register updated to 10:25AM on June 27, 2025 is: 16 shareholders/authorized attendees, representing 195,141,047 voting shares (each ordinary share has one voting share).

## II. VOTING RESULTS

### 1. Report on the results of business operations in 2024 and the business plan for 2025

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 194,953,047 votes, accounting for 99.904 % of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 188,000 votes, accounting for 0.096 % of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0 % of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 99.904 % of the total valid votes attending and voting at the Meeting in favor.*

### 2. Report on the activities of the Board of Directors

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,137,747 votes, accounting for 99.998 % of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0 % of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 3,300 votes, accounting for 0.002 % of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 99.998% of the total valid votes attending and voting at the Meeting in favor.*



### **3. Report of the independent member of the Board of Directors**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

### **4. Report of the Board of Supervisory**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

## **5. Report on the approval of the 2024 Audited Financial Statements**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

## **6. Report on selection of independent audit firm for 2025**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*



**7. Report on the remuneration payment to the BOD and the BOS for 2024**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

**8. Report on remuneration plan for the BOD and BOS in 2025**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

## **9. Report on profit distribution plan in 2024**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

## **10. Report on changing the composition of the Company's Board of Directors**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,137,747 votes, accounting for 99.998% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 3,300 votes, accounting for 0.002% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 99.998% of the total valid votes attending and voting at the Meeting in favor.*



**11. Report on approving the Chairwoman of the BOD as the legal representative**

- ❖ Number of invalid votes: 0 votes, accounting for 0% of the total votes attending and voting at the Meeting.
- ❖ Number of valid votes: 195,141,047 votes, accounting for 100% of the total votes attending and voting at the Meeting.

Of which:

- Number of “approve” votes: 195,141,047 votes, accounting for 100% of the total valid votes attending and voting at the Meeting.
- Number of “disapprove” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.
- Number of “no opinion” votes: 0 votes, accounting for 0% of the total valid votes attending and voting at the Meeting.

*Pursuant to the Working Regulation of the Meeting, the Charter of Ocean Group Joint Stock Company, and the Law on Enterprises 2020, this content ACHIEVED THE REQUIRED RATIO and was approved by the Annual General Meeting of Shareholders with a voting rate of 100% of the total valid votes attending and voting at the Meeting in favor.*

The vote counting board commits to the integrity of this record. This record was completed at 10:55 AM on June 27, 2025, and was publicly announced to the entire 2025 Annual General Meeting of Shareholders of Ocean Group Joint Stock Company.

Sincerely./.

**HEAD OF COMMITTEE**



**DO LE ANH**

## **REPORT OF THE BOARD OF MANAGERMENTS**

*Operating results for the year 2024 and business plan 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;
- Pursuant to Current situation.

The Board of Managements reports to the 2025 Annual General Meeting of Shareholders on the Company's 2024 business performance and the 2025 business plan, with the following key contents:

### **I. OPERATING RESULT FOR THE YEAR 2024**

#### **1. Assessment of operating results**

In recent times, the Vietnamese economy has faced numerous difficulties and challenges due to the impact of the Covid-19 pandemic on the global economy in previous years, coupled with issues arising from global political instability and economic recession. Furthermore, unresolved difficulties and obstacles related to the real estate sector have significantly affected the Group's operations.

With the plans approved by the Company's General Meeting of Shareholders, thanks to the dedication of all Oceangroup members, and with unwavering love and faith in the Oceangroup brand, the Group has gradually overcome the difficult years with determination, as a team that is not afraid of hardship or difficulty. 2024 has seen highly positive results: production and business operations for food production and trading units have expanded both in terms of products and market scale; the operations of hotel and service business units have gradually recovered compared to the pre-Covid-19 pandemic period; and although key real estate projects have not yet been restarted, complex bottlenecks are gradually being resolved. These achievements will lay the foundation for the Group's stable development in the coming years.

#### **1.1 Operating results for the year 2024**

The operating results for the year 2024 are as follows:

*Unit: billion VND*

No.	Items	Actual 2023	Actual 2024	Plan 2024	Completion Ratio (%)
1	Total revenue	1.073	1,245	1,102	113%
2	Total expenses	910	998	1.031	97%
3	Total accounting profit before tax	163	247	71	348%
4	Profit after tax	141	215	50	430%



## 1.2 Achievements in each sector

### 1.2.1 Real estate activities

OGC possesses land plots in prime locations that are yet to be developed, such as: The 25 Tran Khanh Du Project, Hoan Kiem, Hanoi, intended for a commercial center, office, hotel, and apartment complex with an area of 5,450m<sup>2</sup>; 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 the procedures to continue implementing these projects. In addition, Oceangroup has been and is approaching and researching new projects.

### 1.2.2 Infrastructure investment and BOT project activities

The BOT Company's operations remain relatively stable and profitable. In the past, the BOT Company has not distributed dividends to shareholders because it is still in the period of repaying bank loans according to plan. The Company is offering shares of the BOT Company to create capital to carry out Oceangroup's main business activities, which are real estate investment and business.

### 1.2.3 Hotel & Service activities

Oceangroup owns two international-standard 4-5 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. In the past year, the StarCity Nha Trang hotel was also upgraded to a 5-star hotel.

### 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 receivables and payables and has gradually processed some receivables and payables, achieving positive results reflected in the 2024 business performance.

## 2. Financial situation

### 2.1. Assets

*Unit: billion VND*

No.	Items	Year 2024	Year 2023	Ratio (%)
I	Total assets	4,509	4,768	95%
1	Current assets	676	614	56%
Key volatility indicators include:				

	- Short-term receivables	197	99	200%
2	Non-current assets	3.832	4.153	92%
<i>Key volatility indicators include</i>				
	- Other long-term receivables	324	649	50%

Total assets as of December 31, 2024, decreased compared to the beginning of the year, corresponding to debt repayments and the settlement of accounts payable within member units during the year.

## 2.2. Tình hình nợ phải trả

*Đơn vị tính: tỷ đồng*

No.	Items	Year 2024	Year 2023	Ratio (%)
1	Liabilities	2,774	3,211	86%
<i>Key volatility indicators include:</i>				
1.1	Other long-term payables	541	720	75%
1.2	Long-term borrowings	1,270	1,532	83%

## 2.3 Các chỉ tiêu tài chính chủ yếu

*Đơn vị tính: lần*

No.	Items	Year 2024	Year 2023
1	Solvency ratio		
	Current ratio	0.93	0.86
	Quick ratio	0.61	0.53
2	Capital structure ratio		
	Debt/Total assets ratio	0.62	0.67
	Debt/Owner's Equity ratio	1.60	2.06
3	Operation capability ratio		
	Inventory turnover	2.24	2.54
	Total asset turnover	0.22	0.25
4	Profitability		
	Profit after tax/Net revenue ratio	0.21	0.14
	Profit after tax/total capital ratio (ROE)	0.13	0.11
	Profit after tax/Total assets ratio (ROA)	0.05	0.04
	Profit from business activities/Net revenue ratio	0.09	0.19

The Group's financial indicators have gradually improved in 2024. At the end of 2023, member units implemented capital increases and mobilized capital from banks to expand production and business activities, leading to an increase in total assets and long-term liabilities compared to the previous period. Simultaneously, the corresponding interest expenses reduced net profit from business operations in the short term.



## **II. BUSINESS PLAN FOR THE YEAR 2025**

### **1. Objectives for the year 2025**

The year 2025 is projected to be a volatile one, as the global economy continues to be impacted by emerging challenges and trends. Far-reaching shifts in economics, politics, and technology will significantly influence the economic development of individual countries and regions. In particular, the shifting of supply chains, intense strategic competition between major powers, coupled with breakthroughs in renewable energy, advanced technologies, and the development of AI will contribute to a complex and challenging, yet potentially rewarding, economic landscape.

Building on the positive results achieved in the recent period, in 2025, 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 resolve outstanding assets and debts with partners through cash recovery, asset recovery, debt offsetting, payment schedule extensions, and waivers of interest payments (if applicable). The Company expects this to generate profits in the near future.

The main objectives for developing the 2025 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 work in order to promptly implement projects in the near future. Some projects identified as key priorities for the Group include the Office, Commercial Center, Hotel and Apartment for Lease Complex at 25 Tran Khanh Du Street, Hanoi; the Starcity Westlake Project at 10 Tran Vu Street, Ba Dinh, Hanoi; and the Legafashion House Office - Commercial Center Complex Project in Ho Chi Minh City.
- 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**

The majority of the Company's outstanding debts are non-performing loans incurred before 2014, for which the General Meeting of Shareholders (GMS) has approved a plan to move them off-balance sheet for monitoring purposes on the Company's financial statements. The Company continues to explore various methods to recover these non-performing 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 2025

Unit: billion VND

No.	Items	Plan 2025	Actual 2024
1	Total revenue	1.125	1.245
2	Total expenses	1.031	998
3	Total accounting profit before tax	94	247
4	Profit after tax	61	215

## 3. Solutions for implementing business plan of the year 2025

- 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 2024 business plan and the 2025 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**

No: 02/2025/OGC-HDQT

HaNoi, June 5, 2025

## REPORT OF THE BOARD OF DIRECTORS

*Regarding the administration, activities of the Board of Directors in 2024,  
and operational plan of the BOD 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 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 2024 and the operational plan for the year 2025, with the following specific details:

### I. Summary of management activities in the year 2024

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

Overall, the global economy in 2024 shifted towards a positive direction, with inflation approaching target levels, and the labor market in the world's leading economies subdued. Central banks of various nations reduced interest rates to stimulate economic growth. The Vietnamese economy gradually recovered, but remains fragile, facing numerous risks and challenges.

Regarding the Company, under the close guidance of the Board of Directors, and with a spirit of responsibility, creativity, and perseverance, member units within the Group have been flexible, adaptable, resilient, and have strived to overcome difficulties. In 2024, the Company focused on promoting the production and business activities of its member units and handling certain outstanding debts and assets. This yielded positive results compared to 2023, exceeding the after-tax profit target approved by the General Meeting of Shareholders (GMS) by several times.

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 02 independent members, 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	21	
2	Mr. Le Dinh Quang	Member	From 28/2/2024	16	Appointed
3	Mr. Nguyen Duc Minh	Independent member	From 28/2/2024	16	Appointed
4	Mr. Nguyen Dung Minh	Member	From 28/2/2024	16	Appointed
5	Ms. Nguyen Thi Lan Huong	Member	From 2015	21	
6	Ms. Pham Thi Hong Nhung	Member	From 29/4/2022 to 28/2/2024	2	Dismissed
7	Ms. Nguyen Thi Thanh Huong	Member	From 29/4/2022 to 28/2/2024	2	Dismissed
8	Mr. Tran Thi Bich Ngoc	Independent member	From 29/4/2022 to 28/2/2024	2	Dismissed

### b. Activities of the Board of Directors in the year 2024

#### (i) General activities

In 2024, 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.

On January 8, 2024, the Company's Board of Directors held an unscheduled meeting and appointed Mr. Pham Hung Viet as the Company's General Director, replacing Ms. Pham Thi Hong Nhung, who had resigned on the same day.

On December 6, 2024, the Company's Board of Directors held a meeting and appointed Mr. Le Vu Hai as the Company's General Director, effective December 16, 2024, replacing Mr. Pham Hung Viet, who resigned for personal reasons. Prior to that, Mr. Le Vu Hai was appointed by the Board of Directors as the Company's Deputy General Director, effective May 15, 2024.

**(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: 21 (including written approvals).

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

- Number of independent members of the BOD: 02 members;



- 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 2025

The year 2025 is forecast to be a year of volatility as the global economy continues to be impacted by challenges and new trends. Profound changes in economics, politics, and technology will significantly affect the economic development of individual countries as well as different regions. In particular, the shifts in supply chains, fierce strategic competition between major powers, along with breakthroughs in renewable energy, advanced technology, and the development of AI will contribute to painting a complex and challenging, yet potentially promising, economic picture.

Building upon the positive results achieved in the past period, in 2025, the Company will continue to focus its resources on the following key activities:

- Firstly, exploiting existing land funds and re-launching real estate projects in major cities such as Hanoi and Ho Chi Minh City. Simultaneously, the Group will pursue M&A activities for potential new real estate projects, should opportunities arise.
- Secondly, continuing to resolve outstanding assets and debts with partners to recover funds, assets, offset debts, extend repayment schedules, and handle interest payable (if any). The Company expects to generate profits in the near future.

The projected consolidated business plan targets for 2025 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

CÔNG TY  
CỔ PHẦN  
TẬP ĐOÀN  
ĐẠI DƯƠNG

Le Thi Viet Nga



## **APPENDIX 01: ACTIVITIES OF THE BOARD OF DIRECTORS MEMBERS IN THE YEAR 2024**

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 2024 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 – Independent member of BOD**

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

### **6. Ms Pham Thi Hong Nhung – Member of BOD, General Director; Ms. Nguyen Thi Thanh Huong – Member of BOD and Ms. Tran Thi Ngoc Bich – Independent member of BOD**

- The members submitted their resignation requests starting January 8, 2024, and their resignations were approved by the General Meeting of Shareholders on February 28, 2024.



**REPORT OF THE INDEPENDENT BOARD MEMBER**

*On the Board of Directors' activities in 2024*

**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 was elected by the Extraordinary General Meeting of Shareholders on February 28, 2024, comprising 05 members, including 02 independent members. In 2024, the Board members actively participated in planning, compliance control, strategic review, and ensuring best practices in corporate governance. The independent members of the Board of Directors stated the following:

**1. Regarding the organization of 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. Regarding the supervision of the General Management Board**

- 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 2024 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 2024 and plan for the year 2025*

- 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 2024 and the operating plan for the year 2025, 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 2024 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	
4	Ms. Trinh Thi Trang	Member	To 28/2/2024		Dismissed
5	Mr. Pham Trung Hieu	Member	To 8/1/2024		Dismissed

**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 2024, 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 2024, 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 2024 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, 2024, 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, 2024:

*Unit: billion VND*

<b>No.</b>	<b>Items</b>	<b>Holding</b>	<b>Consolidated</b>
1	Total assets	1,512	4,509
2	Total liabilities	949	2,774
3	Owners' equity	563	1,735
4	Total revenue	46	1,245
5	Total expenses	(29)	998
6	Total accounting profit before tax	75	247
7	Profit after tax	75	215

#### **4. REMUNERATION OF THE BOARD OF SUPERVISORS IN 2024**

<b>No.</b>	<b>Member</b>	<b>Plan (VND/person/month)</b>	<b>Number of member</b>	<b>Actual amount</b>
1	Head of BOS	10,000,000	1	100,000,000
2	Member of BOS	5,000,000	2	110,000,000
	<b>Tổng cộng</b>		<b>03</b>	<b>210,000,000</b>

(\*) Remuneration was lower than planned due to the resignation of two BOS members, effective January 8, 2024.

#### **5. CONCLUSION AND RECOMMENDATIONS**

The BOD and BOM of the Company have made considerable efforts in addressing outstanding issues related to real estate projects, recovering and handling outstanding payables, and have achieved some positive results during the year. However, the Company's leadership needs to take more decisive actions to improve the efficiency of handling the Company's outstanding assets and debts.



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 2025**

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 2025 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 2024 and the Operating Plan for the year 2025 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 2024**

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 2024, 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 2024 are as follows:

**1. Ms. Duong Thi Mai Huong – Head of BOS from February 28, 2024**

- 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 from February 28, 2024**

- 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 from February 28, 2024**

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

**4. Mr. Pham Trung Hieu – Head of BOS until January 8, 2024**

- Exercising other rights and duties as stipulated in the Charter and the Supervisory Board's operating regulations and the Company's internal regulations.
- Performing the duties of the Head of the BOS from November 1, 2023 to January 8, 2024.

**5. Ms. Trinh Thi Trang – Member of BOS from February 28, 2024**

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

No: 05/2025/TT-BKS

HaNoi, June 5, 2025

PROPOSAL

*Re: Adoption of audited financial statements for the year 2024*

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 2024, audited by CPA Vietnam Auditing Company Limited, with the following key financial indicators:

No.	Items	Holding	Consolidated
1	Total assets	1,512	4,509
2	Total liabilities	949	2,774
3	Owner's equity	563	1,735
4	Total revenue	46	1,245
5	Total expenses	(29)	998
6	Total net profit before tax	75	247
7	Profits after corporate income tax	75	215

(Detailed financial statement 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: 06/2025/TT-BKS

HaNoi, June 5, 2025

**PROPOSAL**

*(Re: Selection of Audit firm for fiscal 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 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 2025, 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 2025 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 2025.

**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: 07/2025/CBTT-OGC

HaNoi, June 5, 2025

REPORT

*(Re: Implementation of Remuneration Payment for the Board of Directors  
and Board of Supervisory in 2024)*

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. 02/2024/NQ-DHDCD dated June 14, 2024
- Current situation.

The Board of Directors of Ocean Group Joint Stock Company (“OGC”) reports to the 2025 Annual General Meeting of Shareholders regarding the implementation of remuneration payments to the Board of Directors and the Board of Supervisory for 2024 as follows:

Unit: VND

No.	Contents	Plan 2024 (VND/person/month)	Number of Members	Actual 2024 (Pre-tax) (*)
<b>A</b>	<b>Board of Directors remuneration</b>		<b>5</b>	<b>1.020.000.000</b>
1	Chairwoman	50.000.000	1	600.000.000
2	Member	10.000.000	4	420.000.000
<b>B</b>	<b>Board of Supervisory remuneration</b>		<b>3</b>	<b>210.000.000</b>
1	Head	10.000.000	1	100.000.000
2	Member	5.000.000	2	110.000.000
<b>C</b>	<b>Total</b>			<b>1.230.000.000</b>

(\*): The actual remuneration paid in 2024 was VND 90,000,000 lower than planned due to the appointment of several members of the BOD and BOS by the GMS on February 28, 2024, replacing members who had submitted their resignations as of January 8, 2024.

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

No: 08/2025/CBTT-OGC

HaNoi, June 5, 2025

**PROPOSAL**  
*(Re: Approval of the Remuneration Plan for the Board of Directors  
and Board of Supervisory 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 2024.
- Ocean Group Joint Stock Company's business plan for the year 2025;
- 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 2025 as follows:

Unit: VND

No.	Contents	Remuneration plan of 2025 (VND/person/month)	Number of Members	Remuneration 2025 (Pre-tax)
<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**



**Lê Thị Việt Nga**



OCEAN GROUP  
JOINT STOCK COMPANY

No: 09/2025/TT-OGC

THE SOCIALIST REPUBLIC OF VIETNAM  
Independent – Freedom - Happiness

HaNoi, June 5, 2025

**PROPOSAL**

*(Re: Profit Distribution for the year 2024)*

**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 2024.

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 2024, with detail as follows:

No.	Contents	Amount (VND)	Distribution Yield (%)
I	Charter capital	3,000,000,000,000	
II	Profit Distribution Plan for 2024		
1	Profit after tax of the Parent Company in 2024 on the consolidated financial statements	119,297,830,833	
2	Profit after tax of the Parent Company in 2024 on the separate financial statements	75,074,685,369	
3	Appropriation for bonus and welfare fund ((2)*1%)	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 ((2)-(3))	75,074,685,369	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  
  
Lê Thị Việt Nga

No: 10/2025/TT-HDQT

HaNoi, June 5, 2025

## PROPOSAL

*(Re: Structure of the Company's Board of Directors)*

### 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;
- Securities Law No. 54/2020/QH14 and its guiding documents;
- Charter of Ocean Group Joint Stock Company;
- Extraordinary General Meeting of Shareholders Resolution No. 01/2024/NQ-ĐHĐCĐ dated February 28, 2024;
- Current situation.

On February 28, 2024, the Extraordinary General Meeting of Shareholders of the Company issued Resolution No. 01/2024/NQ-ĐHĐCĐ approving the list of elected members of the Board of Directors and independent members of the Board of Directors for the term 2024 – 2029, with a structure comprising 03 members of the Board of Directors and 02 independent members of the Board of Directors.

On January 15, 2025, Mr. Nguyen Duc Minh – an independent member of the Company's Board of Directors, was appointed as General Director of One Capital Hospitality Joint Stock Company (a subsidiary of the Company), and therefore no longer meets the requirements to be an independent member of the Company's Board of Directors from this date.

The Board of Directors of Ocean Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the remaining structure of the Board of Directors for the term 2024-2029, consisting of 04 members of the Board of Directors and 01 independent member of the Board of Directors.

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



No: 11/2025/TT-HDQT

HaNoi, June 5, 2025

## PROPOSAL

*(Re: Approval of the change of Legal Representative of the 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*
- *Securities Law No. 54/2020/QH14 and its guiding documents;*
- *Charter of Ocean Group Joint Stock Company;*
- *Current situation.*

On December 6, 2024, the Company's Board of Directors issued Resolution No. 16/2024/NK24-29/NQ-HDQT-OGC approving the removal of Mr. Pham Hung Viet from the position of General Director of the Company and changing the Company's legal representative from Mr. Pham Hung Viet – General Director to Ms. Le Thi Viet Nga – Chairwoman of the Board of Directors.

Accordingly, the Board of Directors of Ocean Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the change of the legal representative of the Company: The Chairman of the Board of Directors of the Company shall be the legal representative of the Company. In the event that revisions to the Proposal and the corresponding General Meeting of Shareholders Resolution are necessary to comply with the requirements of the Business Registration Agency and/or other relevant authorities, the General Meeting of Shareholders hereby assigns and authorizes the Chairwoman of the Board of Directors of the Company to make detailed amendments to the content of this Proposal and the corresponding content in the General Meeting of Shareholders Resolution.

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