

*Ho Chi Minh City, ... , 2026*

No.: /TTr-HĐQT

**Draft**

## **PROPOSAL**

Regarding the request for approval of the in-principle capital contribution to establish a joint venture company to invest in the Can Gio International Transshipment Port Project in Thanh An Commune, HCMC

To: **General Meeting of Shareholders  
Saigon Port Joint Stock Company**

The Board of Directors hereby reports and respectfully requests the 2026 Annual General Meeting of Shareholders of Saigon Port Joint Stock Company to consider and approve the in-principle capital contribution to establish a joint venture company to invest in the Can Gio International Transshipment Port Project in Thanh An Commune, HCMC, with the following contents:

### **I. Information on the Project proposal dossier for the Can Gio International Transshipment Port Project in Thanh An Commune, HCMC**

#### **1. Basis**

- Law on Enterprises No. 59/2020/QH14.
- Law on Investment No. 61/2020/QH14.
- Resolution No. 98/2023/QH15 of the National Assembly on piloting a number of specific mechanisms and policies for the development of Ho Chi Minh City.
- Resolution No. 260/2025/QH15 of the National Assembly amending and supplementing a number of articles of Resolution No. 98/2023/QH15 on piloting a number of specific mechanisms and policies for the development of Ho Chi Minh City.
- Decision No. 148/QĐ-TTg dated January 16, 2025, of the Prime Minister approving the in-principle implementation of the Can Gio International Transshipment Port Project.
- Relevant legal regulations.
- Charter of Saigon Port Joint Stock Company.
- Resolution No. 95/NQ-ĐHĐCĐ-CSG dated February 05, 2026, of the Extraordinary General Meeting of Shareholders of Saigon Port Joint Stock Company regarding the approval of the in-principle participation in the consortium and the expected capital contribution ratio.
- Based on the information publicly disclosed by the Ho Chi Minh City People's Committee (HCMC People's Committee) regarding the form of selecting project investors so that interested strategic investors have a basis to approach, research, and propose the implementation of the Can Gio International Transshipment Port Project on the HCMC People's Committee website on March 02, 2026.

<https://www.hochiminhcity.gov.vn/vi/web/hcm/w/cong-khai-thong-tin-va-tiep-nhan-e-xuat-ang-ky-thuc-hien-du-an-cang-trung-chuyen-quoc-te-can-gio>.

- Project proposal dossier submitted by the Consortium of Vietnam Maritime Corporation - Joint Stock Company + Saigon Port Joint Stock Company + Terminal Investment Limited (VIMC/SGP/TiL) on March 04, 2026;

## **2. Information on the consortium of 03 investors**

### **2.1. First investor**

- Name of enterprise/organization : **VIETNAM MARITIME CORPORATION - JOINT STOCK COMPANY**

- Head office address : No. 1, Dao Duy Anh Street, Kim Lien Ward, Hanoi City, Vietnam

### **2.2. Second investor:**

- Name of enterprise/organization : **SAIGON PORT JOINT STOCK COMPANY**

- Head office address : 3 Nguyen Tat Thanh, Xom Chieu Ward, Ho Chi Minh City, Vietnam

### **2.3. Third investor**

- Name of enterprise/organization : **TERMINAL INVESTMENT LIMITED HOLDING S.A**

- Head office address : 61, Avenue de la Gare, L-1611, Luxembourg

## **3. Information on the proposal for Project implementation**

### **3.1. Project name: CAN GIO INTERNATIONAL TRANSSHIPMENT PORT**

### **3.2. Implementation location**

Go Con Cho Islet, Thanh An Commune, Ho Chi Minh City (Old address: Go Con Cho Islet, Can Gio District, Ho Chi Minh City)

### **3.3. Project scale**

- Land use area : Approximately 571 ha. In which, the area of coastal protection forest land is 82.96 ha.

- Design capacity : 21.0 million TEU/year.

- Vessel reception capability : International container transshipment port capable of receiving container vessels over 250,000 DWT (>24,000 TEU) or larger when conditions are met.

- Investment scale : The investment scale is proposed to be built to receive mother vessels with a tonnage of up to 250,000 DWT and feeder vessels from 10,000 - 65,000 DWT, with a total main wharf length of approximately 7,465 m.

- Products, services provided : Services related to container terminal operations and other services consistent with the Project's implementation objectives.
- Construction architectural scale: The construction architectural scale of the Project will comply with the Feasibility Study Report prepared by the Project Investor and appraised by competent authorities, along with other permits and approvals for the Project.

### 3.4. Investment capital

According to the research proposal for the construction of Can Gio International Transshipment Port, Ho Chi Minh City. Total investment capital: 128,872,700,000 Billion VND (In words: One hundred twenty-eight trillion, eight hundred seventy-two billion, seven hundred million VND).

### 3.5. Capital sources and capital mobilization plan

Using the Investor's own capital and other legal capital sources in accordance with current regulations, in which:

- a. Own capital, supplementary capital, and self-mobilized capital of the Investor

**19,330,905,000,000 VND** (*In words: Nineteen trillion, three hundred thirty billion, nine hundred five million VND*) accounting for 15% of the total investment capital of the Project.

- b. Mobilized capital

**109,541,795,000,000 VND** (*In words: One hundred nine trillion, five hundred forty-one billion, seven hundred ninety-five million VND*) accounting for 85% of the total investment capital of the Project.

- c. Retained earnings of the investor for reinvestment (if any): Yes.

After the project goes into operation, profits are prioritized to be retained, reinvested, and used to supplement capital for the implementation of the next phase of the Project.

#### b. Investment capital mobilization plan

- i) Own capital mobilization plan

Own capital: **19,330,905,000,000 VND** (*In words: Nineteen trillion, three hundred thirty billion, nine hundred five million VND*), equivalent to **748,679,512 USD** (*In words: Seven hundred forty-eight million, six hundred seventy-nine thousand, five hundred twelve US Dollars*), corresponding to 15% of the total investment capital of the Project.

No.	Investor Name	Capital Contribution Amount		(%)
		VND	Equivalent USD	
1	Vietnam Maritime Corporation - Joint Stock Company	6,959,125,800,000	269.524.624	36
2	Saigon Port Joint Stock Company	2,899,635,750,000	112.301.927	15
3	Terminal Investment Limited Holding S.A	9,472,143,450,000	366.852.961	49

No.	Investor Name	Capital Contribution Amount		(%)
		VND	Equivalent USD	
<b>Total</b>		<b>19.330.905.000.000</b>	<b>748,679,512</b>	<b>100</b>

ii) Charter capital at the time of establishment

- The registration and contribution of charter capital of the economic organization implementing the project will be carried out by the Investors proportionally at each stage according to the Project's investment phasing.

- After being selected as the investor for the Project, the investors will propose the charter capital level of the economic organization established to implement the project at the time of establishment. This charter capital level will be calculated based on the capital needs of the economic organization to ensure daily operations and carry out necessary tasks to prepare for project investment.

iii) Capital contribution progress

✓ Phase I

Within 10 years from the date of land and water surface handover - Minimum capital contribution of 5,786,335,000,000 VND (In words: Five trillion, seven hundred eighty-six billion, three hundred thirty-five million VND), corresponding to 15% of the total investment of Phase I, equivalent to 224,103,602 USD (In words: Two hundred twenty-four million, one hundred three thousand, six hundred two US Dollars).

No.	Investor Name	Capital Contribution Amount		(%)	Capital Contribution Method	Capital Contribution Progress
		VND	Equivalent USD			
1	Vietnam Maritime Corporation - Joint Stock Company	2,083,087,800,000	80,677,297	36	Cash, reinvestment source of the Project	Within 10 years from the date of land and water surface handover
2	Saigon Port Joint Stock Company	867,953,250,000	33,615,540	15		
3	Terminal Investment Limited Holding S.A	2,835,313,950,000	109,810,765	49		
<b>Total</b>		<b>5,786,355,000,000</b>	<b>224,103,602</b>	<b>100</b>		

✓ Phase II

Subsequent phases (from 2031 to 2050): minimum 13,544,550,000,000 VND (In words: Thirteen trillion, five hundred forty-four billion, five hundred fifty million VND), corresponding to 15% of the total investment of Phase II, equivalent to 524,575,910 USD (In words: Five hundred twenty-four million, five hundred seventy-five thousand, nine hundred ten US Dollars).

No.	Investor Name	Capital Contribution Amount		Percentage (%)	Capital Contribution Method	Capital Contribution Progress
		VND	Equivalent USD			
1	Vietnam Maritime Corporation - Joint Stock Company	4,876,038,000,000	188,847,328	36	Cash, reinvestment source of the Project	From 2031 - 2050
2	Saigon Port Joint Stock Company	2,031,682,500,000	78,686,387	15		
3	Terminal Investment Limited Holding S.A	6,636,829,500,000	257,042,196	49		
	<b>Total</b>	<b>13,544,550,000,000</b>	<b>524,575,910</b>	<b>100</b>		

iv) Mobilized capital

**109,541,795,000,000 VND** (In words: One hundred nine trillion, five hundred forty-one billion, seven hundred ninety-five million VND) equivalent to **4,242,517,235 USD** (In words: Four billion, two hundred forty-two million, five hundred seventeen thousand, two hundred thirty-five US Dollars), corresponding to 85% of the total investment capital of the Project.

**3.6. Expected information about the enterprise implementing the Project**

**a. Name of economic organization:** Saigon Gateway International Transshipment Port Company Limited.

**b. Type of economic organization:** Limited liability company.

**c. Capital contributing members and capital contribution percentage**

No.	Capital Contributing Member Name	Percentage (%)
1	Vietnam Maritime Corporation - Joint Stock Company	36
2	Saigon Port Joint Stock Company	15
3	Terminal Investment Limited Holding S.A	49
<b>Total</b>		<b>100</b>

**d. Charter capital**

Charter capital will be contributed by the parties according to the ratio at each stage according to the Project's investment phasing. According to the Feasibility Study Report, it is expected that in the 2026 - 2030 period, the Joint Venture's charter capital will be approximately **5,786.35 billion VND** to meet the equity capital demand corresponding to 15% of the total project investment.

In which, Saigon Port contributes **867.95 billion VND**, corresponding to 15% of the charter capital.

Saigon Port invests **2,899 billion VND** as capital contribution to the Joint Venture Enterprise. The expected capital contribution amount is as follows:

- + 2026 - 2030 period : 867.95 billion VND.
- + 2031 - 2045 period : 2,031.68 billion VND.

### **e. Purpose of capital contribution**

Investment in the construction of the Can Gio International Transshipment Port Project.

## **II. Proposal**

The Board of Directors respectfully requests the 2026 Annual General Meeting of Shareholders of Saigon Port Joint Stock Company to approve the in-principle capital contribution to establish a joint venture enterprise to invest in the Can Gio International Transshipment Port Project in Thanh An Commune, HCMC, specifically as follows:

1. Approve Saigon Port Joint Stock Company to invest **2,899 billion VND** as capital contribution to the expected joint venture enterprise as follows:

- a. 2026 - 2030 period: **867.95 billion VND**.
- b. 2031 - 2045 period: **2,031.68 billion VND**.

2. Assign the Board of Directors of Saigon Port Joint Stock Company:

a. Decision on capital contribution to the Joint Venture Company, roadmap and investment capital contribution amounts for each period, ensuring consistency with the Project implementation progress.

b. Execute capital contribution investment procedures ensuring compliance with legal regulations and the interests of Saigon Port Joint Stock Company.

c. Report capital contribution results and Project implementation progress at the nearest Annual General Meeting of Shareholders of Saigon Port Joint Stock Company.

d. In case the total accumulated investment capital value and other arising issues fall under the authority of the General Meeting of Shareholders, the Board of Directors shall report to the General Meeting of Shareholders in accordance with regulations.

Respectfully submitted./.

### ***Recipients:***

- As above;
- SGP Shareholders;
- SGP Board of Directors;
- SGP Board of Supervisors (BOS);
- SGP Board of Management;
- SGP Website;
- Archived: Admin, BOD.

**ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN**

**Huynh Van Cuong**