

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2015

OF GEMADEPT CORPORATION

Pursuant to:

- *Article 97, Law on Enterprise No. 60/2005/QH11 dated November 29th 2005 of the National Assembly of the Socialist Republic of Vietnam;*
- *Chapter VI, Charter of Gemadept Corporation on the General Meeting of Shareholders;*
- *Minutes of the 2015 Annual General Meeting of Shareholders.*

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation was held from 09:00 AM to 12:00 PM on May 26th 2015 at Lotus Ballroom, 1st floor, REX Hotel, 141 Nguyen Hue Street, District 1, Ho Chi Minh City. Participants are the Company's shareholders as per Shareholder list recorded on April 20th 2015 by Vietnam Securities Depository – HCMC Branch.

There were 175 shareholders attending the Meeting, possessing and representing 97,915,476 shares, occupying 84.31% of the total number of shares with voting rights. Pursuant to Article 102, Paragraph 1 of the Law on Enterprises of the 2005 and Article 18, Paragraph 1 of the Company Charter, the AGM of Gemadept Corporation met the required conditions to be proceeded.

The AGM attentively listened to the following reports:

1. Opening speech and report presented by Mr. Do Van Nhan – Chairman of the Board of Management.



2. Report on 2014 business activities and 2015 business plan presented by Mr. Do Van Minh – Member of the Board of Management, CEO.
3. Report of the Inspection Committee presented by Mr. Luu Tuong Giai – Chief of the Inspection Committee.
4. Report on the performance of core businesses presented by Ms. Nguyen Thi Thu Thao – Deputy Manager of Research and Development Department.

Basing on the presented reports, discussion, voting results of the Submissions and the Minutes being read in the Meeting, the AGM adopted the Resolution as follows:

1. REPORT OF THE THE INSPECTION COMMITTEE:

The AGM approved the Report of the Inspection Committee on the business activities of the Company in 2014.

2. BUSINESS RESULTS AND PROFIT DISTRIBUTION OF YEAR 2014

2.1. Profit distribution:

The AGM approved the Financial Statements of 2014 audited by Auditing and Consulting Co., Ltd (A&C). The details are summarized as follows:

Seq	Categories	Year 2014 (VND)
1	Sales	3.016.638.415.863
2	Costs of goods sold	2.387.502.426.577
3	Gross profit	625.102.084.986
4	Profit before tax	701.088.543.328
5	Profit after tax	564.932.238.864
6	Profit after tax of minority shareholders	33.973.049.163
7	Profit after tax of parent company's shareholders	530.959.189.701
8	Owner's equity	4.877.981.107.830

2.2. Profit distribution and Fund allocation of 2014

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The AGM approved the plan for distribution of profit after tax, issue of shares to increase share capital and allocation for funds in 2014 with details as follows:

Profit distribution:

- Dividend by cash: 20% (VND 2,000 / share)
- Authorizing the Board of Management to conduct necessary works related to dividend by cash.

Issue of shares to increase share capital:

- To issue shares to increase capital by using the source of share premium as recorded in the audited consolidated financial statements at December 31st 2014. Number of shares to be issued to increase share capital is 50% of current shares, shareholder shall get 01 new share for every 02 current shares.
- Authorizing the Board of Management to perform all necessary tasks relating to the issue of shares to increase share capital; complete procedures for additional listing and depository of all additionally issued shares and perform related legal procedures at competent authorities as regulated by law.

Fund allocation:

- Board's fund, amount of allocation : 3% of profit after tax
- Fund for rewards and welfare benefits, amount of allocation : 5% of profit after tax
- Investment & Development fund, amount of allocation : 5% of profit after tax
- Reserve fund to supplement charter capital, amount of allocation : 5% of profit after tax

3. BUSINESS PLAN OF 2015:

The targets of 2015 business plan were built on consideration of difficulties in regional and domestic markets amid complicated economic developments as well as basing on approved

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plans of the Company's departments and subsidiaries and the balance of all resources, which were thoroughly discussed at the Company's annual business conference organized in April 2015.

The AGM approved the targets of business plan of 2015 with details as follows:

- Revenue : VND 3,200 Bil.
- Profit before tax : VND 330 Bil.

4. DIVESTMENT OF NON-CORE BUSINESS:

Basing on the Company's direction of development, in order to promptly seize the market opportunities and focus resources on developing the core businesses including port operation and logistics, the AGM consented to authorize the Board of Management and the Board of Director to continue with the divestment of non-core business such as the project of rubber and industrial plant plantation and real estate projects when there are favorable conditions.

5. APPOINTMENT OF INDEPENDENT AUDITING COMPANY:

The consolidated financial reports of Gemadept Corporation are being audited by Auditing and Consulting Co., Ltd (A&C). In order to enable the Board to actively select an independent audit company who meets the professional standards at the reasonable cost, the AGM authorized the Board of Management to appoint one of the auditing companies being approved by the State Securities Commission Vietnam for auditing annual and semi-annual financial reports for the fiscal year 2015.

6. AMENDMENT OF THE COMPANY NAME:

The AGM approved the amendment of the Company name as follows:

6.1. *Amended information: Company name in Vietnamese. In particular:*

- Current name : CÔNG TY CỔ PHẦN ĐẠI LÝ LIÊN HIỆP VẬN CHUYÊN
- Amended name : CÔNG TY CỔ PHẦN GEMADEPT

6.2. *Unchanged information: Company name in English, transaction name and abbreviated name. In particular:*

- English name : GEMADEPT CORPORATION

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- Vietnamese transaction name : CÔNG TY CỔ PHẦN GEMADEPT
- English transaction name : GEMADEPT CORPORATION
- Abbreviated name : GEMADEPT CORPORATION

The AGM authorized the Board of Management and the Board of Director are responsible for conducting necessary procedures of registering the amendment of Company name with competent authorities and amending the Company name in the Company Charter.

On behalf of the Secretary of the AGM

On behalf of the Presidium of the AGM



PHAM QUANG HUY



Chairman

DO VAN NHAN

