

No.: 045/GMD-DHĐCĐ

Ho Chi Minh City, May 30th 2018

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018

OF GEMADEPT CORPORATION

Pursuant to:

- *Law on Enterprise No. 68/2014/QH13 dated November 26th 2014 of the National Assembly of the Socialist Republic of Vietnam;*
- *Charter of Gemadept Corporation approved by the General Meeting of Shareholders;*
- *Minutes of the 2018 Annual General Meeting of Shareholders on May 30th 2018.*

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation (Company) that was held on May 30th, 2018 in Ho Chi Minh City adopted the Resolution as follows:

1. Report of the Board of Management and the Inspection Committee of year 2017:

The AGM approved the Report of the Board of Management and Report of the Inspection Committee on the business activities of the Company in 2017.

2. Audited financial statements of year 2017:

The AGM approved the Financial Statements of 2017 audited by Auditing and Consulting Co., Ltd (A&C), including the Financial Statements of Gemadept Corporation and Consolidated Financial Statements.

3. Profit distribution for year 2017 and special dividend:

The AGM approved the plan for distribution of profit after tax in 2017 and the special dividend. Details as follows:

a) Profit distribution for 2017:

- Dividend by cash: 15% (VND 1,500/share)
- Authorizing the Board of Management to conduct necessary works related to dividend by cash.

b) Special dividend:

Special dividend by cash: 65% (VND 6,500/share), equal to the advance paid on March 28th, 2018.



c) Fund allocation for 2017:

- 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

4. Business plan of 2018:

The AGM approved the business plan of 2018 on the base of concentrating all resources to develop the Company's core businesses of port operation and logistics, implementing the strategy of divestment of capital in selected companies pursuant to the 2017 AGM Resolution, resuming construction of Gemalink port – phase 1 and starting construction of Nam Dinh Vu port – phase 2 in 2018.

Business targets of 2018 are as follows:

Categories	Year 2018 (bil.VND)	Year 2017 (bil.VND)	%YoY
Consolidated Revenue	2.405	3.990	60%
Consolidated profit before tax	2.130	650	327%
<i>In which:</i>			
<i>PBT from ordinary business activities of GMD</i>	<i>570</i>	<i>536</i>	<i>106%</i>
<i>PBT from divestments of capital</i>	<i>1.560</i>	<i>114</i>	<i>1.368%</i>
PBT from ordinary business activities including that of GLH and GSH	655	536	122%

5. New Charter of organization and operation:

The AGM approved the new Charter of organization and operation of Gemadept Corporation which is in compliance with new regulations applicable to public companies. The new Charter is composed of 57 articles, in which:

- a) 55 articles and other sections except for Article 21.1, 21.3 and 22.9, and the text part (other than the number of voting rates) of Article 21.1, 21.3 and 22.9 is as provided in the Model Charter in Appendix No. 01 attached to Circular no. 95/2017/TT-BTC issued by the Ministry of Finance on 22 September, 2017.
- b) The number of voting rates (other than the text) as prescribed in Articles 21.1, 21.3 and 22.9 are as follows:
 - Article 21.1: 65%
 - Article 21.3: 75%
 - Article 22.9: 75%

6. Internal Regulation on Corporate Governance:

The AGM approved the Internal Corporate Governance Regulations of Gemadept Corporation which is in compliance with new regulations applicable to public companies, as provided in the Model Internal corporate governance regulations in Appendix No. 02 attached to Circular no. 95/2017/TT-BTC issued by the Ministry of Finance on 22 September, 2017.

7. Unlock the foreign ownership limit:

The AGM approved to unlock the foreign ownership limit of Gemadept Corporation back to 49% and authorized the Board of Management to perform all the necessary procedures to unlock such limit pursuant to applicable regulations.

8. Appointment of independent auditing company:

The AGM authorized the Board of Management to appoint one of the auditing companies which is approved by the State Securities Commission of Vietnam and meets the professional standards at the reasonable cost for auditing annual and semi-annual financial statements for the fiscal year 2018, including Financial Statements of Gemadept Corporation and consolidated Financial Statements.

9. Adjustment of business lines:

The AGM approved the adjustment of business lines of Company as follows:

a) Supplementation of following business lines:

No.	Business Lines	Branch code
1	Cargo handling Detail: Road cargo handling; Seaport cargo handling; River port cargo handling; Air cargo handling	5224
2	Leasing of motor vehicles	7710
3	Management consultant services (except for tax consultancy, financial consultancy and legal consultancy)	7020
4	Market research and public opinion polling	7320

b) Removal of following business lines:

No.	Business Lines	Branch code
1	Cargo transport by air Detail: Services of cargo transport by air	5120

- c) Authorizing the Board of Management to decide the adjustment of business lines and implement legal procedures to amend the Company's enterprise registration certificate, Charter and other related documents.

10. Election of members of Board of Management and Inspection Committee for tenure 2018 – 2023:

The AGM approved the results of election of members of Board of Management and Inspection Committee of the Company for tenure 2018 – 2023. The list of elected members is as follows:

- a) The list of elected members of the Board of Management for tenure 2018 – 2023:

1. Mr. Do Van Nhan
2. Mr. Chu Duc Khang
3. Mr. Do Van Minh
4. Ms. Bui Thi Thu Huong
5. Mr. Phan Thanh Loc
6. Ms. Nguyen Minh Nguyet
7. Mr. Vu Ninh
8. Mr. Bolat Duisenov
9. Mr. David Do
10. Ms. Le Thuy Huong
11. Ms. Ha Thu Hien

- b) The list of elected members of the Inspection Committee for tenure 2018 – 2023:

1. Mr. Luu Tuong Giai
2. Ms. Vu Thi Hoang Bac
3. Mr. Tran Duc Thuan
4. Ms. Phan Cam Ly
5. Ms. Tran Hoang Ngoc Uyen

On behalf of the Secretary of the AGM



PHAM QUANG HUY

On behalf of the Presidium of the AGM

Chairman


DO VAN NHAN