

## RESOLUTION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2021

#### OF GEMADEPT CORPORATION

- Pursuant to Law on Enterprise No. 59/2020/QH14 issued by the National Assembly on 17/06/2020 and taking effect from 01/01/2021;
- Pursuant to the Charter of Gemadept Corporation approved by the General Meeting of Shareholders;
- Pursuant to the Minutes of the 2021 Annual General Meeting of Shareholders on June 30<sup>th</sup> 2021.

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation (Company) that was held on June 30<sup>th</sup> 2021 in Ho Chi Minh City adopted the Resolution as follows:

#### APPROVED

##### 1. Report of the Board of Management for year 2020 and plan for year 2021

The AGM approved the Report of the Board of Management on the business activities of the Company in 2020 and plan for 2021.

##### 2. Report of the Board of Control for year 2020 and plan for year 2021

The AGM approved the Report of the Board of Control on the business activities of the Company in 2020 and plan for 2021.

##### 3. Audited consolidated financial statements of the fiscal year 2020

The AGM approved the Financial Statements of the fiscal year 2020 audited by A&C Auditing and Consulting Company Limited, including the Financial Statements of Gemadept Corporation and Consolidated Financial Statements.

##### 4. Profit distribution for year 2020

The AGM approved the plan for distribution of profit after tax in 2020. Details as follows:

###### 4.1. Profit distribution for 2020:

- Dividend by cash: 12% (VND 1,200/share);
- Authorizing the Board of Management to conduct necessary works related to payment of dividend by cash.



#### 4.2. Fund allocation for 2020:

- Allocation for the Board's fund: 3% of profit after tax.
- Allocation for fund for rewards and welfare benefits: 5% of profit after tax

#### 5. Business plan for year 2021

Based on the forecasts of the World and Vietnam economy, the actual situation of the market, Vietnam's economic growth and business plan of the Company's subsidiaries and affiliates, the AGM approved the business plans for 2021 as follows:

*Unit: billion dong*

Seq	Categories	2020 Results	2021 Plans		Compare 2020 results and 2021 plans	
			Scenarios 1 Good	Scenarios 2 Average	Scenarios 1 Good	Scenarios 2 Average
1	Consolidated revenue	2,606	2,800	2,700	107%	104%
2	Consolidated profit before tax	513	700	630	137%	123%

#### 6. Amendment of the Company's Charter

The AGM approved the amendment of the Company's Charter in compliance with the applicable Laws.

#### 7. Amendment of the Company's Internal regulations on corporate governance

The AGM approved the amendment of the Company's Internal regulations on corporate governance in compliance with the applicable Laws.

#### 8. Amendment of the Regulations on operation of the Board of Management

The AGM approved the amendment of the Company's Regulations on operation of the Board of Management in compliance with the applicable Laws.

#### 9. Amendment of the Regulations on operation of the Board of Control

The AGM approved the amendment of the Company's Regulations on operation of the Board of Control in compliance with the applicable Laws.

#### 10. Appointment of independent auditing company

The AGM approved list of 03 independent auditing companies as follows:

- A&C Auditing And Consulting Company Limited;
- KPMG Vietnam Company Limited (KPMG);

- CPA Vietnam Auditing Company Limited.

The AGM hereby authorized the Board of Management to appoint an auditing company among three auditing companies mentioned above to audit the annual and semi-annual financial reports for the fiscal year 2021 (including the financial reports of parent company and the consolidated financial reports).

#### **11. Employee Stock Purchase Plan (ESPP) for excellent employees of the Company for the period of 2021 - 2025**

The AGM approved the Employee Stock Purchase Plan (ESPP) for excellent employees of the Company for the period of 2021 - 2025 and the plan to increase the charter capital correspondingly, specifically as follows:

##### *11.1. Plan to issue shares for the ESPP program and Plan to increase the charter capital correspondingly*

- (i) Name of share: Share of Gemadept Corporation
- (ii) Type of share: Common share (restricting to transfer)
- (iii) Stock code: GMD
- (iv) Par value: VND 10,000/share
- (v) Method of determining issue price: according to the ESPP program for excellent employees of the Company with the expected issue price: Not less than the par value of VND 10,000 /share.
- (vi) Purpose of issuance: To ensure the highest benefits and values for all stakeholders; to retain and attract high-quality human resources; to strengthen the cohesion and motivate employees to contribute positively to the completion of the Company's 5-year business plan (2021 – 2025), in which the Company's profit before tax (PBT) in 2025 will be 3 times higher than the PBT of 2020; and to ensure the sustainable growth and development of the Company.
- (vii) Eligible participants: officers holding managerial positions and employees who have made excellent contributions to the Company's development, including officers and employees at the Company's branches, representative offices, subsidiaries, affiliates, and companies with which the Company owns shares.
- (viii) Expected issuance rate: the number of shares to be issued in one year will not exceed 1.5% of the total number of outstanding shares in such year.
- (ix) Condition for Issuance: To ensure the successful implementation of the Company's growth targets for the period of 2021 - 2025, the Company must fulfill the following target of PBT set by the Annual General Meeting of Shareholders (AGM).

***The number of shares to be issued annually will depend on the rate of completing the PBT plan from 2021 to 2025, specifically as follows:***

<b>Completion rate of annual PBT plan assigned by the AGM (each annual PBT plan grows at least 10% compared to the preceding year's PBT plan approved by the AGM)</b>	<b>Issuance rate</b>
Not complete the plan	No issuance
Achieve from 100% to below 110% of the plan	1.2%
Achieve from or more than 110% of the plan	1.5%

- (x) Period of Issuance: After being approved by the State Securities Commission, the ESPP program will be implemented for 5 years, from 2021 to 2025. The Board of Management is authorized to decide the appropriate method and date of issuance, including but not limited to any date after 2025.
- (xi) Restrictions on transfer: The eligible employees under the ESPP program will have the right to purchase shares, provided that the purchased shares will not be transferred within 02 years from the date of issuance. 50% of the shares will be released from restriction in the 3<sup>rd</sup> year and the remaining 50% will be released in the 4<sup>th</sup> year. Notwithstanding the foregoing, any benefit or interest arising from the purchased shares (if any) will not be subject to any restriction.
- (xii) Plan to use money from the issuance: Supplementing the Company's working capital.

#### 11.2. Implementation and authorization

The AGM hereby authorize the Board of Management to take necessary actions related to the issuance of shares under the ESPP program and the corresponding increase of charter capital as follows:

- (i) With respect to the Plan to issue shares for the ESPP program:
- a) To develop, amend and supplement the detailed plan for the issuance of shares under the ESPP program and the plan for handling the number of unsubscribed shares in compliance with applicable laws and the request of the competent authorities;
  - b) To determine the eligibility criteria and enrollment list of the ESPP program, and the principle of determining the number of shares to be allocated to each participant;
  - c) To decide the appropriate method and date of issuance according to the actual situation;
  - d) To prepare dossiers and amend such documents at its own discretion to complete all procedures as prescribed by law and as requested by governmental authorities and other parties related to the issuance of shares under the ESPP program;

- e) To register for securities depository and for additional listing of shares after each additional issuance at the Securities Depository Center and the Ho Chi Minh City Stock Exchange in accordance with regulations; and
  - f) Other relevant matters for the purpose of implementing and completing the ESPP program.
- (ii) With respect to the Plan to increase the charter capital correspondingly:
- a) To decide the specific increase in charter capital corresponding to the actual number of shares issued to employees each year in the period of 2021 -2025;
  - b) To develop, amend and supplement the detailed plan to increase the charter capital correspondingly and the plan on capital use in compliance with the provisions of law and the request of the competent authorities;
  - c) To amend certain contents of the Charter related to the charter capital and the total number of outstanding shares of the Company, corresponding to the increased charter capital; and
  - d) To prepare dossiers and amend such documents at its own discretion to obtain the permission of the State Securities Commission to increase the Company's charter capital and to complete all procedures with the Department of Planning and Investment of Ho Chi Minh City and other relevant governmental authorities as prescribed by law to complete the process of share issuance and corresponding increase of charter capital.

**12. Resignation of a member of the Board of Management**

The AGM approved the resignation of Mr. Do Van Minh and Mr. Phan Thanh Loc as members of the Board of Management for the tenure of 2018 – 2023.

**13. Election results of selecting additional member of the Board of Management for the tenure of 2018 – 2023**

The AGM approved the election results of selecting additional member of the Board of Management for the remaining time of the tenure of 2018 – 2023.

Pursuant to the election results, Mr. Nguyen Thanh Binh was elected as a member the Board of Management for the tenure of 2018 – 2023.

**14. This Resolution takes effect from the date of signing.**

**ON BEHALF OF THE PRESIDUM OF THE AGM**

**CHAIRMAN**  
  
  
**ĐỖ VĂN NHAN**

