

GEMADEPT CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No.: 056.../NQ-ĐHĐCĐ-GMD

Ho Chi Minh City, April 25th, 2022

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022
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 2022 Annual General Meeting of Shareholders on April 25th 2022.

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation (Company) that was held on April 25th 2022 in Ho Chi Minh City adopted the Resolution as follows:

APPROVED

1. Report of the Board of Management and the Board of Control for year 2021 and plan for year 2022

The AGM approved the Report of the Board of Management and Report of the Board of Control on the business activities of the Company in 2021 and plan for year 2022.

2. Audited financial statements of the fiscal year 2021

The AGM approved the Financial Statements of the fiscal year 2021 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 2021

The AGM approved the plan for distribution of profit after tax in 2021. Details as follows:

3.1. Profit distribution for 2021:

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

3.2. Fund allocation for 2021:

- Allocation for the Board's fund: 3% of profit after tax.

- Allocation for fund for rewards and welfare benefits: 5% of profit after tax

4. Business plan for year 2022

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 2022 as follows:

Unit: billion dong

No	Categories	2021 Plan	2021 Results	2022 Plan	2022 Plan / 2021 Results	2022 Plan / 2021 Results
1	Consolidated revenue submitted for AGM's approval	2,800	3,206	3,800	119%	136%
2	Consolidated pre-tax profit submitted for AGM's approval	700	806	1,000	124%	143%
*	<i>Consolidated revenue that the Board of Directors will use best efforts to achieve</i>			3,850	120%	138%
*	<i>Consolidated pre-tax profit that the Board of Directors will use best efforts to achieve</i>			1,200	149%	171%

5. 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 2022 (including the financial reports of parent company and the consolidated financial reports).

6. Plan of offering shares to existing shareholders in 2022

The AGM approved the plan of offering shares to existing shareholders in 2022, detail as below:

- 6.1. *Plan for issuing share purchase rights to existing shareholders to increase the charter capital in 2022*
 - 6.1.1. Stock name: Share of Gemadept Corporation
 - 6.1.2. Type of stock: Common share
 - 6.1.3. Par value: 10,000 VND/share

- 6.1.4. Current charter capital: 3,013,779,570,000 VND
Maximum number of shares expected to be issued: 100,459,319 shares, corresponding to an issuance ratio of 3:1
- 6.1.5. Issuance ratio based on the total number of shares expected to be issued: 3:1
- 6.1.6. Total issuance value at par value: 1,004,593,190.000 VND
- 6.1.7. Issuance price: 20,000 VND/share
- 6.1.8. Expected charter capital after the issuance: 4,018,372,760,000 VND
- 6.1.9. Issuance objects: Existing shareholders who are named in the list of shareholders at the record date to exercise the right to buy shares
- 6.1.10. Offering method: Shares issued to existing shareholders will be exercised according to the method of exercising the right to purchase shares.
Right exercise ratio: 90:30, at the record date, a shareholder owning 01 common share will be entitled to have 01 purchase right. For every 90 (ninety) purchase rights, the shareholder is eligible to buy another 30 (thirty) shares
- 6.1.11. Plan to deal with fractional shares or unsold shares (if any): Shares issued will be rounded down to the unit, the decimals will be aggregated and distributed according to the provisions of Section 6.1.12(ii).
For example: At the record date to exercise the right, shareholder A owns 103 shares. According to the right exercise ratio of 90:30 (corresponding to the ratio 3:1), shareholder A is entitled to buy $103/90 \times 30 = 34.3$ shares. According to the principle of rounding down to the unit, shareholder A is eligible to buy 34 shares, the remaining 0.3 shares will be aggregated and distribute according to the provisions of section 6.1.12(ii).
- 6.1.12. Plan to deal with the remaining shares that have not been fully distributed
- (i) The remaining undistributed shares includes:
 - Remaining shares due to shareholders not exercising the right to buy;
 - The fractional shares due to rounding down the number of shares entitled to buy
 - The difference between the total number of shares registered to be issued and the total number of shares actually issued with the exercise ratio of 90:30.
 - (ii) Plan to deal with remaining undistributed shares: The AGM authorizes the BOM to distribute the remaining number of shares to others existing shareholders with the issue price at least of 20,000 VND/share. At the expiration date of issuance, undistributed shares will be canceled, and the BOM will make a decision to end the issuance.
- 6.1.13. Plan to ensure the compliance with the regulation on the ownership ratio of foreign investor: Authorize the BOM to make a plan to ensure the issuance of shares to meet the foreign ownership ratio as prescribed by law.

- 6.1.14. Public offer: When purchasing the remaining shares that have not been fully distributed, other existing shareholders do not have to carry out procedures for a public offer, even if the buying volume exceeds the prescribed rate. about the public offer to buy in accordance with the law
- 6.1.15. Transfer restriction: The new issued shares exercised from purchasing right will not be in transferred restriction.
- 6.1.16. Transfer of share purchase rights: Shareholders can transfer the right to buy shares. The right to purchase shares will expire at the payment due date.
- 6.1.17. Expected time of issuance: As expected in 2022, the Company will announce the specific issuance time after being approved by the SCC and not exceed the time allowed in accordance with the law.
- 6.1.18. Depository registration and listing additionally issued shares.
The number of shares issued to existing shareholders will be additionally registered for depository at VSD and changed to be listed on HOSE.

6.2. *Plan on capital usage from the issuance*

- 6.2.1. The total amount expected to be collected from the issuance is VND 2,009,186,380,000. The Company will use the entire amount expected to be raised from the issuance to serve the Company's business activities as described in order of preference below. However, under the authorization of the AGM, the BOM is entitled to decide to adjust the plan to use capital obtained from the issuance in accordance with the actual circumstances so that the implementation of the plan to issue shares to increase charter capital is correct by law, ensure the interests of the Company and report to the AGM at the nearest meeting.

No.	Purpose	Amount (billion dong)
1	Increase capital contribution to Nam Dinh Vu Port Joint Stock Company to implement expansion investment phase 2 and Contributing capital to inland waterway port projects	800
2	Increasing the contributed capital into the Cai Mep Gemadept – Terminal Link Terminal Joint Stock Company to invest on the expanding of Phase 2	1,000
3	Invest in Fixed asset of the Company to develop and expand the business operation	209
Total		2,009

6.2.2. Plan to deal with the undistributed shares

- (i) Reduce the capital allocation into the usage purpose with lower priority;
- (ii) The BOM continues to distribute to other subjects who are existing shareholders and obtains permission from the SCC to extend the issuance time if deemed necessary as authorized by the AGM.

- (iii) The BOM actively seeks other additional funding sources to ensure sufficient capital mobilization to serve the business plan. Currently, the Company has good credit relationship with banks. Therefore, in the event of a shortage of the necessary capital, the Company will have a solution to borrow from a bank to ensure the necessary capital.

6.3. *Authorization for the board of management to conduct the relevant tasks*

The AGM approves the authorization for the BOM to perform, including but not limited to the following tasks:

- Decide the appropriate issuance time for the plan to issue shares to issue the right to buy shares for existing shareholders;
- Complete and/or amend and supplement the issuance plan when necessary or at the request of a competent authority. Extend the issuance period when necessary and in accordance with applicable laws. In case the BOM has to amend or supplement any content of the issuance plan, the BOM has to report these changes to the AGM at the nearest meeting;
- Implement necessary procedures to carry out the above issuance plan at the request of the SCC and other competent State agencies to complete the issuance of shares to issue the share purchase rights for existing shareholders;
- In order to ensure the effective use of capital in line with market fluctuations, the macroeconomic situation and possible epidemics, the BOM is proactive in properly allocating the actual capital obtained from the issuance of share purchase rights for existing shareholders for purposes stated in this plan or other purposes but must ensure that they do not cause damage to the Company, comply with the requirements of applicable laws, and report to the AGM at the nearest meeting;
- Distribute the number of shares that have not been fully distributed to other subjects who are shareholders of the Company according to the provisions of Section 6.1.12;
- Carry out necessary procedures to register for additional depository and change registration for listing shares in these issuances at VSD and HOSE;
- Decide other necessary tasks and procedures to complete the issuance in accordance with current legal regulations and the Company's Charter;
- Develop a plan to ensure the share issuance to meet the foreign ownership ratio as prescribed by law.

7. **Increase of charter capital and amendment of the Company's Charter**

The AGM approved the the increase of charter capital and amendment of the Company's Charter, detail as below:

- 7.1. Approving the increase of the Company's charter capital corresponding to the total par value of the actual number of shares issued under the plan to issue share purchase rights to existing shareholders in 2022.
 - Current charter capital: 3,013,779,570,000 VND
 - Expected charter capital after the issuance: not exceeding 4,018,372,760,000 VND. The actual increase in charter capital depends on the results of issuing shares to existing shareholders.

- 7.2. Approving the amendment of Paragraph 1, Article 6 of the Company's Charter regarding the charter capital and total number of issued shares of the Company corresponding to the actual issuance results according to the plan to issue shares for existing shareholders in 2022.
- 7.3. Approving the authorization for the Board of Management to carry out necessary procedures to increase charter capital, register for changes in the Certificate of Enterprise Registration, and amend the provisions related to charter capital and shares in the Company's Charter pursuant to the actual results of the share issuance to existing shareholders.

8. Amendment of business lines

The AGM approved the amendment of the Company's business lines as follows:

8.1. Amendment of the following business lines:

Branch code	Current Business lines	Business lines after amendment
0899	Other mining not elsewhere classified Detail: Mining.	Eliminating this business line.
5224	Cargo handling Detail: Road cargo handling; Seaport cargo handling; Riverport cargo handling; Air cargo handling	Cargo handling Detail: Road cargo handling; Seaport cargo handling; Riverport cargo handling.
6810	Trading of real estate, land use rights of owner, users or leased land Detail: Investment and operating sea ports; Trading of real estate ; Investment, developing and operating industrial zones, residential areas; Investment and developing tourist and entertainment areas including eco-tourism areas, golf courses and hotels.	Trading of real estate, land use rights of owner, users or leased land Detail: Investment and operating sea ports; Investment, developing and operating industrial zones, residential areas; Investment and developing tourist and entertainment areas including eco-tourism areas, golf courses and hotels.

8.2. Amendment of the Company's Charter:

Amending Article 4, Paragraph 1 of the Company's Charter as follows:

"1. The Company's business activities include:

No.	Business Lines	Branch Code
1.	Freight transport by road Detail: Multi-modal transportation, transport and operation of container yards and related services, to perform maritime agency and brokerage.	4933 (Main)

2.	Construction of other civil engineering Detail: Construction of wharves, yards, civil and industrial works.	4290
3.	Inland waterway freight transport Detail: River freight transport.	5022
4.	Other transportation supporting activities Detail: Stevedoring services.	5229
5.	Building of ships and floating structures Detail: Building, repair of maritime - inland waterway transport equipment.	3011
6.	Other amusement and recreation activities not elsewhere classified Detail: Trading in tourist and entertainment areas: eco-tourism areas, golf courses and hotels.	9329
7.	Growing and taking care of forests	0210
8.	Manufacture of other rubber products (except for waste recycling, rubber rolling at the registered head office)	2212
9.	Coastal and sea freight water transport Detail: Sea freight transport.	5012
10.	Direct supporting services for waterway transport Detail: Freight forwarding services by sea.	5222
11.	Trading of real estate, land use rights of owner, users or leased land Detail: Investment and operating sea ports; Investment, developing and operating industrial zones, residential areas; Investment and developing tourist and entertainment areas including eco-tourism areas, golf courses and hotels.	6810
12.	Leasing of other machinery, equipment and tangible goods Detail: Chartering of vessels, leasing of containers, machines and maritime equipment.	7730
13.	Restaurants and mobile food services Detail: Running restaurants.	5610
14.	Growing of rubber tree	0125
15.	Wholesale of other machinery, other equipment and spare parts Detail: Sale and purchase of vessels, containers, machine and marine equipment.	4659
16.	Cargo handling Detail: Road cargo handling; Seaport cargo handling; Riverport cargo handling.	5224

17.	Leasing of motor vehicles	7710
18.	Management consultant services (except for tax consultancy, financial consultancy and legal consultancy)	7020
19.	Market research and public opinion polling Detail: Market research (excluding public opinion polling)	7320

8.3. Approving the authorization for the Board of Management to carry out the amendment of the Company's business lines, ensuring compliance with the regulations on foreign ownership limit; Conducting legal procedures to amend Certificate of Enterprise Registration, Charter and other legal documents related to adjustment of business lines of the Company

9. Resignation of a member of the Board of Management

The AGM approved the resignation of Ms. Ha Thu Hien as a member of the Board of Management for the tenure of 2018 – 2023.

10. Election results of selecting additional independent member the Board of Management for the tenure of 2018 – 2023

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

Pursuant to the election results, Mr. Nguyen Van Hung, nationality: Vietnamese, was elected as an independent member the Board of Management for the tenure of 2018 – 2023.

ON BEHALF OF THE PRESIDUM OF THE AGM



CHAIRMAN

DO VAN NHAN

