

No.: 072./GMD-ĐHĐCĐ

Ho Chi Minh City, May 16th 2019

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

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 Gemadep Corporation approved by the General Meeting of Shareholders;*
- *Minutes of the 2019 Annual General Meeting of Shareholders on May 16th 2019.*

The Annual General Meeting of Shareholders (AGM) of Gemadep Corporation (Company) that was held on May 16th, 2019 in Ho Chi Minh City adopted the Resolution as follows:

1. Report of the Board of Management and the Inspection Committee of year 2018:

The AGM approved the Report of the Board of Management and Report of the Inspection Committee on the business activities of the Company in 2018.

2. Audited financial statements of year 2018:

The AGM approved the Financial Statements of 2018 audited by Auditing and Consulting Co., Ltd (A&C), including the Financial Statements of Gemadep Corporation and Consolidated Financial Statements.

3. Profit distribution for year 2018:

The AGM approved the plan for distribution of profit after tax in 2018. Details as follows:

a) Profit distribution for 2018:

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

b) Fund allocation for 2018:

- Board's fund, amount of allocation: 3% of profit after tax from the ordinary business activities (excluding profit from divestment of capital).



- Fund for rewards and welfare benefits, amount of allocation: 5% of profit after tax from the ordinary business activities (excluding profit from divestment of capital).

4. Business plan of 2019:

The AGM approved the business plan of 2019 on the basic of economic development forecasts, focusing resources to develop core businesses including Port Operation and Logistics and considering to divest capital in selected companies when there are favorable conditions.

Business targets of 2019 are as follows:

Categories	Year 2019 (bil. VND)	Year 2018 (bil. VND)	%YoY
Consolidated revenue	2,800	2,707	103%
Consolidated profit before tax	695	2,182	32%
<i>In which:</i>			
<i>PBT from ordinary business activities</i>	695	604	115%
<i>PBT from divestments of capital</i>		1,578	

5. Amendment of business lines having foreign ownership limit lower than 49% and amendment of the Company's Charter

The AGM approved the amendment of business lines having foreign ownership limit lower than 49% and amendment of the Company's Charter as follows:

a) Elimination of the following business lines:

Branch Code	Business lines
4661	Wholesale of solid, liquid, gas fuels and other related products <i>Detail: Petroleum agent.</i>
0221	Logging
5223	Direct auxiliary services to air transportation <i>Detail: Freight forwarding services by air.</i>

b) Amendment of the following business lines:

Branch Code	Current business lines	Amended business lines
7320	Market research and public opinion polling	Market research and public opinion polling <i>Detail: Market research (excluding public opinion polling)</i>

c) Amendment of Article 4, Paragraph 1 of the Company's Charter:

"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; 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.	6810
12.	Leasing of other machinery, equipment and tangible goods Detail: Chartering of vessels, leasing of containers, machines and maritime equipment.	7730

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13.	Restaurants and mobile food services Detail: Running restaurants.	5610
14.	Other mining not elsewhere classified Detail: Mining.	0899
15.	Growing of rubber tree	0125
16.	Wholesale of other machinery, other equipment and spare parts Detail: Sale and purchase of vessels, containers, machine and marine equipment.	4659
17.	Cargo handling Detail: Road cargo handling; Seaport cargo handling; Riverport cargo handling; Air cargo handling	5224
18.	Leasing of motor vehicles	7710
19.	Management consultant services (except for tax consultancy, financial consultancy and legal consultancy)	7020
20.	Market research and public opinion polling Detail: Market research (excluding public opinion polling)	7320

d) Amendment of Article 6, Paragraph 1 of the Company's Charter:

"1. The Charter Capital of the Company is 2,969,249,570,000 dong (in words: Two thousand nine hundred and sixty-nine billion, two hundred forty nine million, five hundred and seventy thousand dong).

The total amount of Charter Capital of the Company shall be divided into 296,924,957 shares with par value 10.000 VND/share."

- e) Authorizing 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.

6. 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 2019, including Financial Statements of Gemadept Corporation and consolidated Financial Statements.

7. Resignation and additional election of members of Board of Management for tenure 2018 – 2023:

The AGM approved the resignation of Ms. Le Thuy Huong as a member of the Board of Management and additional election of one member of the Board of Management for tenure 2018 – 2023.

Based on the vote counting result, Mr. Tsuyoshi Kato was additionally elected as a member of the Board of Management for the rest of tenure 2018 – 2023.

On behalf of the Secretary of the AGM



PHAM QUANG HUY

On behalf of the Presidium of the AGM

Chairman



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