

No.: *046/NQĐHĐCĐ-GMD*

Ho Chi Minh City, June 22nd 2020

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

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 20120 Annual General Meeting of Shareholders on June 22nd 2020.*

The Annual General Meeting of Shareholders (AGM) of Gemadept Corporation (Company) that was held on June 22nd 2020 in Ho Chi Minh City adopted the Resolution as follows:

1. Report of the Board of Management:

The AGM approved the Report of the Board of Management on the business activities of the Company in 2019 and plans for 2020.

2. Report of the Inspection Committee:

The AGM approved the Report of the Inspection Committee in 2019 and plans for 2020.

3. Audited financial statements of year 2019:

The AGM approved the Financial Statements of 2019 audited by Auditing and Consulting Co., Ltd (A&C), including the Financial Statements of Gemadept Corporation and Consolidated Financial Statements.

4. Profit distribution for year 2019:

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

a) Profit distribution for 2019:

- Dividend by cash: 10% (VND 1,000/share)
- Authorizing the Board of Management to conduct necessary works related to dividend by cash.

b) Fund allocation for 2019:

- Board's fund, amount of allocation: 2.5% of profit after tax.
- Fund for rewards and welfare benefits, amount of allocation: 5% of profit after tax.

5. Business plan of 2020:

The year 2020 begins with the outbreak of the COVID-19 pandemic which rapidly spread globally, causing unpredictable disturbances and heavy losses to the society and the economy, and posing unprecedented challenges to many enterprises. Port operation and Logistics, which are Gemadept's core businesses, are one of the nine industries most affected by the COVID-19 pandemic.

Right from the beginning of the year when the impact of the pandemic was not so serious, the Board of Management directed the Board of Directors of the Company, Board of Directors of the subsidiaries and functional departments to promptly evaluate and propose solutions to proactively cope with the impact of pandemic and stabilize the Company's business activities. Being consistent with the goal of sustainable development, the Company considered increasing revenue and reducing costs as key measures to overcome the crisis, adapt to new circumstances and actively seize opportunities once the pandemic is controlled.

Based on the forecasts of the World and Vietnam economy, the proposed business plans for 2020 will follow the Vietnam's GDP growth forecasts given by the Ministry of Planning and Investment. Therefore, the AGM approved the business plans for 2020 as follows:

Unit: billion dong

Categories	2019 Results	2020 Plans	
		Scenarios 1: GDP 4.8%	Scenarios 2: GDP 4.0%
Revenue <i>Compared to 2019 results</i>	2,642	2,150 81%	2,000 76%
Profit before tax <i>Compared to 2019 results</i>	704	500 71%	430 61%

6. Amendment of the Company Charter

The AGM approved the amendment of the Company Charter with the following main contents:

Amended Articles	Company Charter before amendment	Company Charter after amendment
Article 12, clause 2, sub-clause a	Article 12. Rights of shareholders 2. Ordinary shareholders have the following rights: (a) To attend and express opinions at meetings of the General Meeting of	Article 12. Rights of shareholders 2. Ordinary shareholders have the following rights: (a) To attend and express opinions at meetings of the General Meeting of

	Shareholders and to exercise the right to vote directly in person at meetings of the General Meeting of Shareholders or via an authorized representative or by remote postal or email vote;	Shareholders and to exercise the right to vote directly in person at meetings of the General Meeting of Shareholders or via an authorized representative or by remote postal or email vote, <i>or by online vote</i> ;
Article 18, clause 2, sub-clause e	<p>Article 18. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>2. The convenor of the General Meeting of Shareholders must carry out the following duties:</p> <p>(e) Determine the time and venue for holding the General Meeting of Shareholders;</p>	<p>Article 18. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders</p> <p>2. The convener of the General Meeting of Shareholders must carry out the following duties:</p> <p>(e) Determine the time and venue for holding the General Meeting of Shareholders <i>in the event of a direct meeting and/or determine the software system used in the event of an online meeting</i>;</p>
Article 19, clause 1	<p>Article 19. Conditions for conducting meeting of General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty-one percent (51%) of the voting shares.</p>	<p>Article 19. Conditions for conducting meeting of General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty-one percent (51%) of the voting shares. <i>A shareholder is considered to have attended and voted at the General Meeting of Shareholders when attending and voting in any cases as provided in Article 13.2 of this Charter.</i></p>
Headings of Article 20	Article 20. Procedures for conducting and voting at General Meeting of Shareholders	Article 20. Procedures for conducting and voting at <u>a direct meeting of the General Meeting of Shareholders</u>
	Not available yet.	<p>Article 21. Procedures for conducting and voting at an online meeting of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders can meet and cast votes through online meetings. The attendance and voting of shareholders are carried out on the software system selected by the Company</p>

		<p>(the "Software system"). Voting results of shareholders through the Software system have the same validity as the voting results at the direct meeting of the General Meeting of Shareholders.</p> <p>2. Before the opening of the meeting, the Software system will be opened and shareholders will register attendance at the online meeting by logging into the Software System in accordance with the information and instructions attached to the notice of invitation. Shareholders successfully logging into the Software System are considered eligible to attend and vote online at the General Meeting of Shareholders.</p> <p>3. Shareholders exercise their right to express opinions, vote and elect via the Software System in accordance with the instructions attached to the notice of invitation. Shareholders may conduct online voting from the time of successful login into the Software System and online voting results are recorded upon completion of voting for each agenda issue or upon completion of voting for each agenda issue (the "End of voting period"). In the event that shareholders have successfully logged into the Software system but do not vote online or lose connection (due to connection error, network error, equipment problem) prior to the End of voting period, the Software system will record the attendance of the shareholders and deem agenda issues which have not been voted by the shareholders as no comments/ not voting any other candidates/ other comments.</p> <p>4. If shareholders log out of the Software system or lose their connection but then re-login or reconnect to the Software system prior to the End of voting period, shareholders may continue to vote for the</p>
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		<p>remaining issues and the effectiveness of any voting which has already been conducted will not be affected.</p> <p>5. In case the online General Meeting of Shareholders lose connection (due to connection error, network error, equipment problem or problem of the Software system), the chairman of the Meeting will decide to suspend the online meeting of the General Meeting of Shareholders for troubleshooting with an appropriate period of time depending on the actual situation.</p> <p>6. In case the Company holds a meeting of the General Meeting of Shareholders in the form of a combination of direct and online meeting, shareholders' attendance and voting results will be recorded in only one form (either direct or online), whichever comes first.</p>
<p>Article 21, clause 1 and clause 3</p>	<p>Article 21. Passing decisions of the General Meeting of Shareholders</p> <p>1. Except for the cases stipulated in clauses 2 and 3 of this article, decisions of the General Meeting of Shareholders on the following issues shall be passed when agreed by sixty five per cent (65%) or more of the total votes of the shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders:</p> <p>(a) Approval of annual financial statements;</p> <p>(b) Short-term and long-term developmental plans of the Company;</p> <p>(c) Resignation, dismissal and replacement of members of the Board of Management and of the Inspection Committee and report by the Board of Management on the appointment of the General Director.</p>	<p>Article 22. Passing decisions of the General Meeting of Shareholders</p> <p>1. Decisions of the General Meeting of Shareholders on the following issues shall be passed when agreed by <u>seventy-five per cent (75%) or more of the total votes of the shareholders with voting rights attending the General Meeting of Shareholders:</u></p> <p><u>(a) Supplementation and amendment of the Company Charter;</u></p> <p><u>(b) Types of shares and total amount of each type;</u></p> <p><u>(c) Division, separation, consolidation, merger or conversion of the Company;</u></p> <p><u>(d) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;</u>(e)</p> <p><u>Transactions of investment or selling assets of the Company with a value of thirty-five per cent (35%) or more of the total value of assets of the Company recorded in the most recent audited financial statements.</u></p>

	<p>3. Decisions of the General Meeting of Shareholders on amendments of and additions to this Charter; on classes of shares and volume of shares offered for sale; on restructuring or dissolution of enterprise; and on transactions of purchase or sale of assets of the Company or its branches with a value of thirty five per cent (35%) or more of the total value of assets of the Company calculated on the basis of the most recent audited financial statements shall be approved when they are passed by seventy five per cent (75%) or more of the total number of votes of the shareholders with voting rights present in person or via their authorized representatives at the General Meeting of Shareholders.</p>	<p><u>3. Except for the cases stipulated in clauses 1 and 2 of this article, decisions of the General Meeting of Shareholders on other issues shall be passed when agreed by sixty-five per cent (65%) or more of the total votes of the shareholders with voting rights attending the General Meeting of Shareholders.</u></p>
<p>Article 27, clause 2, sub-clause i</p>	<p>Article 27. Powers and duties of Board of Management</p> <p>2. The rights and obligations of the Board of Management are as stipulated by law, this Charter and by the General Meeting of Shareholders. Specifically, the Board of Management has the following powers and duties:</p> <p>(i) To approve the program, agenda and data for meetings of the General Meeting of Shareholders, to convene such meetings or to obtain opinions in order for the General Meeting of Shareholders to pass decisions;</p>	<p>Article 28. Powers and duties of Board of Management</p> <p>2. The rights and obligations of the Board of Management are as stipulated by law, this Charter and by the General Meeting of Shareholders. Specifically, the Board of Management has the following powers and duties:</p> <p>(i) <u>To decide the form of meeting</u>, to approve the program, agenda and data for meetings of the General Meeting of Shareholders and <u>the software system used in the event of an online meeting</u>, to convene such meetings or to obtain opinions in order for the General Meeting of Shareholders to pass decisions;</p>
<p>Article 57, clause 1 and clause 2</p>	<p>Article 57. Effective date</p> <p>1. This Charter comprising 21 Chapters and 57 articles was unanimously passed by the General Meeting of Shareholders of Gemadept Corporation on 30th May, 2018.</p> <p>2. This Charter is made in ten (10) copies, each with the same validity, of which:</p>	<p>Article 58. Effective date</p> <p>1. This Charter comprising 21 Chapters and <u>58</u> articles was unanimously passed by the General Meeting of Shareholders of Gemadept Corporation on <u>22nd June, 2020</u>.</p> <p>2. This Charter is made in <u>five (5) copies, each with the same validity, being kept at the head office of the Company.</u></p>

	<p>(a) One (1) copy shall be submitted to the State Notary Public in the locality;</p> <p>(b) Five (5) copies shall be registered with the local authority in accordance with regulations of the municipal or provincial people's committee;</p> <p>(c) Four (4) copies shall be kept at the head office of the Company.</p>	
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7. Amendment of the Internal regulations of corporate governance:

The AGM approved the amendment of the Company Internal regulations of corporate governance with the following main contents:

Amended Articles	Internal Regulations before amendment	Internal Regulations after amendment
Article I, clause 2, clause 4 sub-clause e, and clause 11	<p>I. Procedures for conducting and voting at General Meeting of Shareholders (GMS)</p> <p>2. The Board of Management (BOM) shall convene the GMS or the GMS shall be convened in the cases stipulated in Article 14.4(b) or 14.4(c) of the Company's Charter. Procedures of conducting and voting at the GMS shall include the following main contents:</p> <p><i>(No provisions on the GMS online)</i></p> <p>4. The Convenor of the GMS must carry out the following duties:</p> <p>e. Determine the time and venue for holding the GMS;</p> <p>11. Method of voting and vote counting are specified in Article 20 of the Company's Charter and Article 142 of Law on Enterprises. Shareholders approve decisions of the GMS by direct voting at the meeting or collection of written opinions.</p>	<p>I. Procedures for conducting and voting at General Meeting of Shareholders (GMS)</p> <p>2. The Board of Management (BOM) shall convene the GMS or the GMS shall be convened in the cases stipulated in Article 14.4(b) or 14.4(c) of the Company's Charter. Procedures of conducting and voting at the GMS shall include the following main contents:</p> <p><u>j. Attendance and voting at the GMS via an online meeting;</u></p> <p>4. The Convenor of the GMS must carry out the following duties:</p> <p>e. Determine the time and venue for holding the GMS <u>in the event of a direct meeting and/or determine the software system used in the event of an online meeting;</u></p> <p>11. Method of voting and vote counting are specified in Article 20 of the Company's Charter <u>(with respect to a direct meeting of the GMS), Article 21 of the Company's Charter (with respect to an online meeting of the GMS)</u> and Article</p>

		142 of Law on Enterprises. Shareholders approve decisions of the GMS by direct voting at the meeting, <u>online voting</u> or collection of written opinions.
Article VI	VI. Establishment and operation of the Internal audit committee; (in case the public corporation operates under the model specified at Point b, Clause 1, Article 134 of the Law on Enterprises), including the following main contents: 1. Standards for member of the Internal audit committee; 2. Structure component of the Internal audit committee; 3. Rights and responsibilities of the Internal audit committee; 4. Meetings of the Internal audit committee.	Delete this Article.

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 2020, including Financial Statements of Gemadept Corporation and consolidated Financial Statements.



On behalf of the Presidium of the AGM

Chairman



DO VAN NHAN