**No.: 04/TTDHDCD2020**

**Submission – NO. 04**

**for APPROVAL ON AMENDMENT OF THE COMPANY CHARTER**

***To:*  THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020**

* *Pursuant to the Law on Enterprises no. 68/2014/QH13 dated November 26th, 2014;*
* *Pursuant to the Law on Securities and guiding documents;*
* *Pursuant to the Company Charter of Gemadept Corporation;*

The outbreak of COVID-19 pandemic has made it difficult for many public companies to organize direct meeting of the General Meeting of Shareholders due to the requirements for disease prevention and control by competent authorities. Meanwhile, the provision related to online meeting of the General Meeting of Shareholders have not been specified in the Law on Enterprises and the Company's Charter. Therefore, the Board of Management would like to submit to the AGM’s approval on the amendment of the Company Charter with the following main contents:

* Supplementing provisions related to online meeting of the General Meeting of Shareholders to facilitate the organization of meetings of the General Meeting of Shareholders for the next times in accordance with the actual situation; and
* Amending some ambiguous regulations due to wordings.

Details as follows:

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| **Amended Articles** | **Company Charter before amendment** | **Company Charter after amendment** | **Reasons for amendment/ Remarks** |
| **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 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; | **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, *or by online vote*; | Amending to supplement the shareholders’ right to online voting. |
| **Article 18, clause 2,  sub-clause e** | **Article 18.** **Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders**  2. The convenor of the General Meeting of Shareholders must carry out the following duties:  (e) Determine the time and venue for holding the General Meeting of Shareholders; | **Article 18. Convening of General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders**  2. The convener of the General Meeting of Shareholders must carry out the following duties:  (e) Determine the time and venue for holding the General Meeting of Shareholders *in the event of a direct meeting and/or determine the software system used in the event of an online meeting;* | Amending to supplement provisions on online meeting of the General Meeting of Shareholders. |
| **Article 19, clause 1** | **Article 19.** **Conditions for conducting meeting of General Meeting of Shareholders**  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. | **Article 19. Conditions for conducting meeting of General Meeting of Shareholders**  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. *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.* | Amending to supplement provisions on online meeting of the General Meeting of Shareholders. |
| **Headings of Article 20** | **Article 20.** **Procedures for conducting and voting at General Meeting of Shareholders** | **Article 20. Procedures for conducting and voting at *a direct meeting of the* General Meeting of Shareholders** |  |
|  | Not available yet. | **Article 21. Procedures for conducting and voting at an online meeting of the General Meeting of Shareholders**  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 (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.  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.  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.  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 remaining issues and and the effectiveness of any voting which has already been conducted will not be affected.  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.  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. | Supplementing a new article on procedures for conducting and voting at an online meeting of the General Meeting of Shareholders. |
| **Article 21, clause 1 and clause 3** | **Article 21.** **Passing decisions of the General Meeting of Shareholders**  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:  (a) Approval of annual financial statements;  (b) Short-term and long-term developmental plans of the Company;  (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.  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. | **Article 22. Passing decisions of the General Meeting of Shareholders**  1. Decisions of the General Meeting of Shareholders on the following issues shall be passed when agreed by *seventy-five per cent (75%)**or more of the total votes of the shareholders with voting rights attending the General Meeting of Shareholders:*  *(a) Supplementation and amendment of the Company Charter;*  *(b) Types of shares and total amount of each type;*  *(c) Division, separation, consolidation, merger or conversion of the Company;*  *(d) Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;(e) 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.*  *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.* | The current provisions of Article 21 cover only 07 out of 18 matters under the authority of the General Meeting of Shareholders (as per Article 15 of the Company Charter).  The incomplete provisions of Article 21 may lead to different interpretations of the voting rate for matters not listed in Article 21.  The proposed amendment will not change the voting rate to pass resolution of the General Meeting of Shareholders, but only close the loopholes in wordings and comply with Article 144, clause 1 and clause 2 of the Law on Enterprises 2014. |
| **Article 27, clause 2, sub-clause i** | **Article 27.** **Powers and duties of Board of Management**  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:  (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; | **Article 28. Powers and duties of Board of Management**  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:  (i) *To decide the form of meeting*, to approve the program, agenda and data for meetings of the General Meeting of Shareholders and *the software system used in the event of an online meeting*, to convene such meetings or to obtain opinions in order for the General Meeting of Shareholders to pass decisions; | Amending to supplement provisions on online meeting of the General Meeting of Shareholders. |
| **Article 57, clause 1 and clause 2** | **Article 57.** **Effective date**  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.  2. This Charter is made in ten (10) copies, each with the same validity, of which:  (a) One (1) copy shall be submitted to the State Notary Public in the locality;  (b) Five (5) copies shall be registered with the local authority in accordance with regulations of the municipal or provincial people’s committee;  (c) Four (4) copies shall be kept at the head office of the Company. | **Article 58. Effective date**  1. This Charter comprising 21 Chapters and *58* articles was unanimously passed by the General Meeting of Shareholders of Gemadept Corporation on *22nd June, 2020*.  2. This Charter is made in *five (5) copies, each with the same validity, being kept at the head office of the Company.* | Adjusting in accordance with the above amendment. |
| Adjusting the numbering and numbers of cross-references in the Charter as the results of supplementing a new article. | | | | |

For the AGM’s consideration and approval on amendment of the Company Charter.

*Ho Chi Minh City, June 05th, 2020*

**BOARD OF MANAGEMENT**