**No.: 05/TTDHDCD2020**

**Submission – NO. 05**

**for APPROVAL ON AMENDMENT OF THE INTERNAL REGULATIONS OF CORPORATE GOVERNANCE**

***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;*

In accordance with the amended provisions of the Company Charter, the Board of Management would like to submit to the AGM’s approval on the amendment of the Internal Regulations of Corporate Governance as follows:

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| **Amended Articles** | **Internal Regulations before amendment** | **Internal Regulations after amendment** | **Reasons for amendment/ Remarks** |
| **Article I, clause 2, clause 4 sub-clause e, and clause 11** | **I. Procedures for conducting and voting at General Meeting of Shareholders (GMS)**  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. Procudures of conducting and voting at the GMS shall include the following main contents:  *(No provisions on the GMS online)*  4. The Convenor of the GMS must carry out the following duties:  e. Determine the time and venue for holding the GMS;  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. | **I. Procedures for conducting and voting at General Meeting of Shareholders (GMS)**  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. Procudures of conducting and voting at the GMS shall include the following main contents:  *j. Attendance and voting at the GMS via an online meeting;*  4. The Convenor of the GMS must carry out the following duties:  e. Determine the time and venue for holding the GMS *in the event of a direct meeting and/or determine the software system used in the event of an online meeting*;  11. Method of voting and vote counting are specified in Article 20 of the Company’s Charter *(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)* and Article 142 of Law on Enterprises. Shareholders approve decisions of the GMS by direct voting at the meeting, *online voting* or collection of written opinions. | Amending to supplement provisions on online meeting of the General Meeting of Shareholders. |
| **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. | Delete because the Company is not organized under the model specified at Point b, Clause 1, Article 134 of the Law on Enterprises. |
| Adjusting the numbering of Articles in the Internal Regulations and numbers of cross-references to articles in the Company Charter as the results of amendment of the Charter. | | | |

For the AGM’s consideration and approval on amendment of the Internal Regulations of Corporate Governance.

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

**BOARD OF MANAGEMENT**